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*Terence M. Brown, P. V.*

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October 3, 1995

*P960008745*

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

300001986893--1  
-10/28/96--01033--004  
\*\*\*\*122.50 \*\*\*\*122.50

Re: TIMEWISE, INC.

Dear Sir or Madam:

Enclosed please find the original and one-copy of the Articles of Incorporation for the above-named proposed Florida corporation. I have enclosed my firm's check in the amount of \$122.50 as payment for the following:

Filing Fee:	\$ 35.00
Certified Copy Fee:	52.50
Registered Agent Fee:	35.00
	<u>\$122.50</u>

Please file the Articles of Incorporation and return a copy to my office. Thank you for your assistance in this matter.

Sincerely.

*Terence M. Brown*  
Terence M. Brown

TMB/rlq  
Enclosures

*10/29*

FILED  
95 OCT 25 AM 10:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
TIMEWISE, INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 OCT 25 AM 11:00

FILED

The undersigned incorporators to these Articles of Incorporation, hereby form a corporation under the laws of the State of Florida as follows:

ARTICLE I

NAME OF CORPORATION

The name of this corporation is TIMEWISE, INC.

ARTICLE II

TERM OF EXISTENCE

The date when corporate existence shall commence shall be the date of filing of these Articles of Incorporation by the office of the Secretary of State of the State of Florida and the corporation shall have perpetual existence thereafter.

ARTICLE III

GENERAL NATURE OF BUSINESS

This corporation is organized for the following purposes:

- A. To engage in the business of computer sales, repairs and software designs.
- B. To engage in any and all other lawful business.

#### ARTICLE IV:

##### POWERS

The corporation shall have power to:

- A. To have perpetual succession by its corporate name.
- B. To sue and be sued, complain and defend in its corporate name in all actions and proceedings.
- C. To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- D. To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- E. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- F. To lend money to and use its credit to assist its officers and employees to the full extent permitted by law.
- G. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or

direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

H. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

I. To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

J. To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida General Corporation Act within or without the State of Florida.

K. To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

L. To make and alter bylaws, not inconsistent with these Articles of Incorporation and the laws of this state, for the administration and regulation of the affairs of the corporation.

M. To make donations for the public welfare or for charitable, scientific, or educational purposes.

N. To transact any lawful business which the board of directors shall find will be an aid of governmental policy.

O. To pay pensions and establish pension plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.

P. To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise.

Q. To have and exercise all powers necessary or convenient to effect its purposes.

#### ARTICLE V:

##### CAPITAL STOCK

This corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of \$1.00 par value common stock, which shall be designated Common Shares. The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than ten (10) persons. Stock shall be issued and transferable only to natural persons who are not nonresident aliens.

#### ARTICLE VI

##### INITIAL REGISTERED OFFICE AND AGENT/PRINCIPAL OFFICE

The street address of the initial registered office of this corporation in the State of Florida will be 486 North Temple Avenue, Starke, Florida 32091, and the name of its

initial registered agent at such address is Terence M. Brown. The street address and mailing address of the corporation's principal office is 215-B Washington Street, Starke, Florida 32091.

#### ARTICLE VII

##### DIRECTORS

The corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by bylaws of the corporation, provided that the corporation shall always have at least one director. The name and street address of the initial directors of this corporation, who shall serve until their successors are duly elected and qualified are:

<u>Name</u>	<u>Address</u>
Terry B. Belcher	501 S. Myrtle Street Starke, Florida 32091
Darrell R. Dugat	305 S. Church Street Starke, Florida 32091

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors of this corporation.

#### ARTICLE VIII

##### INCORPORATOR

The name and street address of the incorporators signing these Articles of Incorporation are: Terry B. Belcher, 501 S. Myrtle Street, Starke, Florida 32091 and Darrell R. Dugat, 305 S. Church Street, Starke, Florida 32091.

## ARTICLE IX

### INDEMNIFICATION

The corporation shall indemnify to the full extent permitted by law any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he or she is or was a director, officer, employee or agent of the corporation, against expenses (including attorneys' fees), judgments, fines and amounts paid in connection with such action, suit or proceeding. Such right of indemnification shall not be deemed exclusive of any other rights to which such director or officer may be entitled, under the bylaw, agreement, vote of shareholders or otherwise.

## ARTICLE X

### PREEMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of the issue bears to the total number

of shares then outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of notice in writing from the corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

#### ARTICLE XI

##### REMOVAL OF DIRECTORS

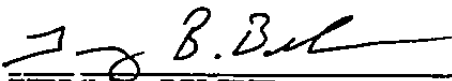
The shareholders of this corporation shall be entitled to remove any director from office at any time for any reason whatsoever, whether or not there is cause for removal.

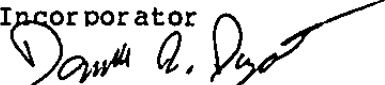
#### ARTICLE XII

##### AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, We have hereunto set our hands and seals, acknowledged and filed the foregoing Articles of incorporation under the laws of the State of Florida, this 3<sup>rd</sup> day of October, 1996.

  
TERRY B. BELCHER  
Incorporator

  
DARRELL R. DUGAT

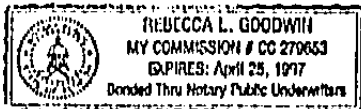
PAGE Incorporator



STATE OF FLORIDA  
COUNTY OF BRADFORD

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized to take acknowledgments in the State and County aforesaid, personally appeared TERRY R. REICHER, to me known to be the person described as the Incorporator in and who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid this 3<sup>rd</sup> day of October, 1996.



(SEAL)

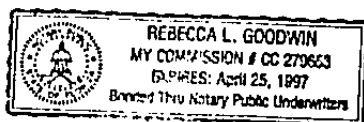
[Signature]  
Notary Public  
State of Florida at Large

My Commission Expires:

STATE OF FLORIDA  
COUNTY OF BRADFORD

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized to take acknowledgments in the State and County aforesaid, personally appeared DARRELL R. DUGAT, to me known to be the person described as the Incorporator in and who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid this 3<sup>rd</sup> day of October, 1996.



(SEAL)

[Signature]  
Notary Public  
State of Florida at Large

PAGE 8  
My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the above-stated corporation, at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED: 10/20/96

  
TERENCE M. BROWN

FILED  
96 OCT 25 AM 11:00  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA