

FLORIDA SURPLUS CLAIMS SOLUTIONS, INC.

779 East Merritt Island Causeway Suite 662

Merritt Island, Florida 32952-3309

(407) 799-0205

Fax: (407) 783-3466

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7-96

Division of Corporations

P.O. Box 6327

Tallahassee, FL 32314

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****122.50 ****122.50

409 E. Gaines St.

Tallahassee, FL 32399

Re: CLAIMS OUTSOURCE, INC.

Enclosed please find a check for \$122.50 and ARTICLES OF INCORPORATION for CLAIMS
OUTSOURCE, INC. Please return the appropriate proff of incorporation to:

ATTENTION: GLENN HARRIS

6927 RIDGEWOOD AVENUE

CAPE CANAVERAL, FL 32920-3234

Thank you for your time and consideration.

EFFECTIVE DATE
11-8-96

SECRETARY OF STATE
TALLAHASSEE FLORIDA

96 NOV 12 PM 4:33

FILED

[Signature] 11/15

ARTICLES OF INCORPORATION

OF

CLAIMS OUTSOURCE, INC.

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 Florida Statutes.

FILED
96 NOV 12 PM 4:34
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE 1 - NAME

The name of the Corporation is **CLAIMS OUTSOURCE, INC.**

EFFECTIVE DATE
11-8-96

ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3 - PRINCIPAL OFFICE

The address of this Corporation is 779 East Merritt Island Causeway, Suite 662, Merritt Island, FL 32952 - 3309

ARTICLE 4 - INCORPORATOR

The name and address of the incorporator of this Corporation is:

Eva Harris Diaz
6927 Ridgewood Ave
Cape Canaveral, FL 32920

ARTICLE 5 - PRESIDENT

The initial President of the Corporation shall be Eva Harris Diaz whose address shall be 6927 Ridgewood Ave, CAPE CANAVERAL, FL 32920.

ARTICLE 6 - CORPORATION CAPITALIZATION

6.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **ONE THOUSAND (1,000)** shares of common stock, each share having the par value of ONE DOLLAR(\$1.00).

6.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the board of directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the board of directors may deem advisable in connection with such issuance.

6.3 The board of directors of the Corporation may authorize the issuance from time to time shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the board of directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

6.4 The board of directors of the Corporation may, by articles supplementary, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE 7 - SUB-CHAPTER S CORPORATION

The Corporation may elect to be a S Corporation, as provided in Sub-chapter S of the Internal Revenue Code of 1986, as amended.

7.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to a S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

7.2 After this Corporation has elected to be a S Corporation, none of the shareholders of this Corporation, without the written consent of the other shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation or such election to be a S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

7.3 Once the Corporation has elected to be a S Corporation, each share of stock issued by this Corporation shall contain the following legend:

*The shares of stock represented by this certificate cannot be transferred if such

transfer would void the election of the Corporation to be taxed under Sub-chapter S of the Internal Revenue of 1986, as amended."

ARTICLE 8 - POWER OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable or these Articles of Incorporation.

ARTICLE 9 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 10 - TITLE

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 11 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of the registered office of this Corporation is 6927 RIDGEWOOD AVE., CAPE CANAVERAL, FL 32920. The name and address of the registered agent of this Corporation is Glenn T. Harris, 6927 Ridgewood Ave., Cape Canaveral, FL 32920.

ARTICLE 12 - BYLAWS

The Board of Directors of the Corporation shall have the power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE 13 - EFFECTIVE DATE

These Articles of Incorporation shall be effective November 8, 1996.

ARTICLE 14 - AMENDMENT

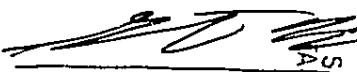
The corporation reserves the right to amend, alter, change or repeal any provision contain in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to the reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 8th day of November, 1996.


EVA HARRIS DIAZ, Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Glenn T. Harris, residing at 6927 Ridgewood Avenue, Cape Canaveral, Brevard County, Florida, having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 507.0505, Florida Statutes.


Glenn T. Harris
SECRETARY OF STATE
TALLAHASSEE FLORIDA
96 NOV 12 PM 4:33
FILED