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Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

97 JAN -9 AM 8:44


SEC. OF STATE  
TALLAHASSEE, FLORIDA

January 6, 1997

Enclosed you will find Articles of Incorporation for ADVENT CONSULTING & TECHNOLOGY, INC. along with a check in the amount of \$70.00.

Please file these articles as soon as possible, once filed mail to:


Wayne Redwood  
P.O. Box 7166  
Wesley Chapel, FL 33543

  
Wayne Redwood

100002052361 - - 8

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1-15-97

**ARTICLES OF INCORPORATION**  
**OF**  
**ADVENT CONSULTING & TECHNOLOGY, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person or persons competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I**

**NAME**

The name of the corporation shall be;

**ADVENT CONSULTING & TECHNOLOGY, INC.**

**ARTICLE III**

**PERMITTED BUSINESS AND ACTIVITIES**

The general activities of this corporation is to offer computer consulting, programming, network design, installation & management, internet services and other related computer services.

This corporation may engage in every phase of any and all activities or businesses permitted by the laws of the United States and the State of Florida or any other state, territory, district or possession of the United States and all such activities or businesses as may be permitted in any foreign country.

Without limiting the generality of the foregoing, the corporation shall have the power to:

(a) Conduct business, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and

personal property, and buy, hold, mortgage, sell, convey or otherwise dispose of franchises in this state and in any of the several states territories, possessions and dependencies of the United States, the District of Columbia, and in foreign countries.

(b) Purchase the corporate assets of any other corporation and engage in the same character of business.

(c) Acquire, enjoy, utilize and dispose of patents, copyrights, or interests thereunder or therein.

(d) Take, hold, sell, and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to it.

(e) Guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise dispose of the share of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of this state or any other state or government and while owner of such stock to exercise all the rights, powers, and privileges of ownership, including the right to vote such stock.

(f) Purchase, hold, sell, and transfer shares of its own capital stock from the surplus of its assets over its liabilities, including capital. Shares of its own capital stock, owned by this corporation, shall not be voted directly or indirectly or counted as outstanding for the purpose of any stockholders' quorum or vote.

(g) Contract debts and borrow money, issue and sell or pledge bonds, debentures, notes, and other evidences of indebtedness, and execute such mortgages, transfers, or corporate property or other instruments, to secure it, payment of corporate indebtedness as required.

(h) Make gifts for educational, scientific or charitable purposes.

(i) Indemnify any person made a party, or threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding against liability for their good faith acts and omissions to the extent provided by law.

(j) Purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation, or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, venture, trust, or other enterprise against liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of subsection (i) hereof.

(k) Enter into general partnerships, limited partnerships (whether the corporation be a limited or general partner), joint ventures, syndicates, pools, associations and other arrangements for carrying one or more of the purposes set forth in this certificate of incorporation, jointly or in common with others, so long as the participating corporation, person, or association would have power to do so alone.

The foregoing clauses are both purposes and powers, and the foregoing enumeration of specific powers does not limit or restrict in any manner the powers of the corporation.

ARTICLE III  
CAPITAL STOCK

The authorized capital stock of this corporation shall consist of 7,500 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV  
INITIAL CAPITAL

The amount of capital with which this corporation will begin business shall be not less than one thousand dollars (\$1,000.00)

ARTICLE V  
PRINCIPAL OFFICE ADDRESS

The street address of the initial principal office of the corporation in the state of Florida the will be

ADDRESS:                    3301 Steeplechase Road  
                              Wesley Chapel, FL 33543

The Board of Directors may from time to time move the principal office to any other address in Florida, and may establish branch office in such other place or places within or without the State of Florida as it may designate.

ARTICLE VI  
REGISTERED AGENT

The Registered Agent of the corporation and the address of the Registered Agent and registered office of the corporation shall be as follows:

NAME: Wayne Redwood  
ADDRESS: 3301 Steeplechase Road  
Wesley Chapel, FL 33544

ARTICLE VII  
DIRECTORS

This corporation shall initially have TWO director. The number of directors may be increased or diminished from time to time as provided by the By-Laws.

ARTICLE VIII  
DIRECTORS' POWERS

The Board of Directors shall have the power to fix or change salaries of the directors as directors and as officers, to permit contracts or other transactions between the corporation and one or more of its directors individually or businesses in which one or more of its directors are interested and to exercise such other powers of the corporation as are not inconsistent with these Articles or with any By-Laws that may be adopted by the stock-holders.

Without limiting the generality of the foregoing, no contract or other transaction between this corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between this corporation and any corporation, association or other enterprise of which one or more of its directors are stockholders, members, directors, officers, or employees or in which they are interested, shall be deemed to be invalid because of the presence of such director or directors at the meeting of the Board of Directors of this corporation, which acts upon, or in reference

to, such contract or transaction, or because of his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors shall, nevertheless, authorize, approve, and ratify such contract or transaction by a vote of a majority of the directors (such interested director or directors to be counted in determining whether quorum is present, but not to be counted in calculating the majority necessary to carry such vote). This paragraph shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common or statutory law applicable thereto.

ARTICLE IX  
ORIGINAL DIRECTORS

The names and street addresses of each member of the first Board of Directors are:

NAME: Wayne Redwood  
ADDRESS: 3301 Steeplechase Road  
Wesley Chapel, FL 33543

NAME: Aliya M. Redwood  
ADDRESS: 27505 STATE ROAD 54  
Wesley Chapel, FL 33544

and members of this first Board of Directors shall serve until their successors are elected or appointed and have qualified.



## ARTICLE X

## SUBSCRIBERS

The names and street addresses of the subscribers to these Articles of Incorporation are;

NAME: Wayne Redwood

ADDRESS: 3301 Steeplechase Road  
Wesley Chapel, FL 33543

NAME: Aliya M. Redwood

ADDRESS: 27505 STATE ROAD 54  
Wesley Chapel, FL 33543

and the subscribers to these Articles of Incorporation hereby assign the corporation any and all of their rights under Section 607.161, Florida Statutes to constitute a corporation.

## ARTICLE XI

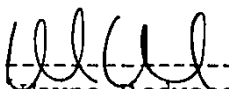
## AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereby prescribed by law; and all rights conferred on stockholders herein are granted and subject to this reservation. These Articles may be amended prior to the issuance of the stock of this corporation by the unanimous approval or consent of the Board of Directors. Thereafter, every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon or in such other manner as may be provided by law.

ARTICLE XII  
ACTION OF STOCKHOLDER WITHOUT MEETING

Any action of the stockholders may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the stockholders of the corporation and filed with the secretary of the corporation as part of the corporate records. It is not necessary that all stockholders sign the same document.

IN WITNESS WHEREOF, WE, the undersigned subscribers, has hereunto set our hand and seal this 6TH day of **JANUARY** 1997, for the purpose of forming this corporation under the laws of the State of Florida; and we hereby make and file with the Department of State, of the State of Florida, these Articles of Incorporation and certify that the facts herein stated are true.

  
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Wayne Redwood

  
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Aliya M. Redwood

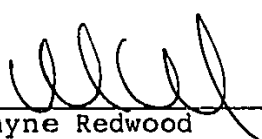
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THE STATE,  
NAMING AGENT UPON WHICH PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is  
submitted, in compliance with said Act:

That, **ADVENT CONSULTING & TECHNOLOGY, INC.** desiring to organize under the  
laws of the State of Florida, with its principal office, as indicated in  
the Articles of Incorporation, at Pasco County, Florida, has named  
**WAYNE REDWOOD**, located at **3301 STEEPLECHASE ROAD, Wesley Chapel, FL 33544**  
as its agent to accept service within the state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated  
corporation, at place designated in this certificate, I hereby accept to  
act in this capacity and agree to comply with the provisions of this Act  
relative to keeping open said office.

  
Wayne Redwood