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Attorneys at Law

Griffin Helwig  
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February 20, 1997

Attorneys' Title Insurance Fund, Inc.  
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DIVISION OF RECORDS  
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\*\*\*\*122.50 \*\*\*\*122.50

Re: Technical Outsourcing, Inc.

Dear Sir/Madam:

I have enclosed the original and one copy of the Articles of Incorporation for Technical Outsourcing, Inc. along with my check payable to the Secretary of State in the amount of \$122.50 for the required filing fee and the cost of a certified copy of the Articles of Incorporation.

Also enclosed is my check in the amount of \$10.00 for your fee for filing the Articles.

Thank you for your assistance in this matter and I look forward to receiving the certified copy of the Articles after same have been filed.

Very truly yours,

GRIFIN HELWIG

GH/abc  
Encl.

D. BROWN FEB 25 1997

**ARTICLES OF INCORPORATION**

**OF**

**TECHNICAL OUTSOURCING, INC.**

The undersigned, under the Florida General Corporation Act, adopts the following  
Articles of Incorporation for such corporation:

**ARTICLE I - NAME**

The name of the corporation is **TECHNICAL OUTSOURCING, INC.**

**ARTICLE II - TERM OF EXISTENCE**

The period of duration of the corporation is perpetual.

**ARTICLE III - NATURE OF BUSINESS**

1. This corporation is organized to transact any lawful business for which corporations may be incorporated under the laws of the State of Florida, and
2. To do such other things as are incidental to the foregoing, or necessary or desirable in order to accomplish the foregoing.

**ARTICLE IV - AUTHORIZED SHARES**

The aggregate number of shares that the corporation shall have the authority to issue is One Thousand (1,000) shares of capital stock for the par value of One (\$1.00) Dollar per share. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial principal office of the corporation is 9360 Craven Road, #607, Jacksonville, Florida, 32257. The name of the initial registered agent and address of the

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registered agent for the corporation is JAMES M. ABRAMS, 9360 Craven Road, #607,  
Jacksonville, Florida, 32257.

#### **ARTICLE VI - DIRECTORS**

The initial Board of Directors shall consist of two (2) members who need not be a resident of the State of Florida or a shareholder of the corporation.

#### **ARTICLE VII - INITIAL DIRECTORS**

The names and addresses of the persons who shall serve as initial Directors until the first annual meeting of the shareholders, or until their successors shall have been elected and qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
James M. Abrams	9360 Craven Road, #607 Jacksonville, Florida 32257
Norma M. Abrams	9360 Craven Road, #607 Jacksonville, Florida 32257

The Directors shall be elected in accordance with the By-laws of the corporation.

#### **ARTICLE VIII - INCORPORATOR**

The name and address of the initial incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
James M. Abrams	9360 Craven Road, #607 Jacksonville, Florida 32257

#### **ARTICLE IX - AMENDMENT OF ARTICLES OF INCORPORATION**

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a stockholders' meeting, with not less than a two-thirds (2/3) vote of the common stock.

**ARTICLE X - PREEMPTIVE RIGHTS**

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such shares of the stock of this corporation as may be issued for money, or any property or services from time to time, in addition to that stock authorized and issued by the Corporation. The preemptive right of any holder is determined by a ratio of the authorized and issued shares of common stock held by the holder of all shares of common stock currently authorized and issued.

**ARTICLE XI - DETERMINATION OF CONSIDERATION**

The stockholders shall have the right to determine in every instance the consideration for which the shares of the corporation shall be issued.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation on the 17<sup>th</sup> day of February, 1997.

James M. Abrams  
James M. Abrams

STATE OF Florida  
COUNTY OF Duval

The foregoing instrument was acknowledged before me this 17<sup>th</sup> day of February, 1997, by JAMES M. ABRAMS, who is personally known to me or produced Florida Driver's License as identification.

Janet L. Russo  
Notary Public Signature  
Print Name: \_\_\_\_\_

My commission expires



Janet L. Russo  
MY COMMISSION # 00584900 EXPIRES  
June 20, 2000  
BONDED THRU TROY FARM INSURANCE, INC.

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**ACCEPTANCE OF REGISTERED AGENT**

I hereby accept designation as registered agent of **TECHNICAL OUTSOURCING,**  
**INC.**

James M. Abrams  
James M. Abrams