

# CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-0870  
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
 TOLL FREE No. 1-800-312-8062  
 FAX (904) 222-1222

NAME \_\_\_\_\_  
 FIRM \_\_\_\_\_  
 ADDRESS \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
 One Day Service Two Day Service

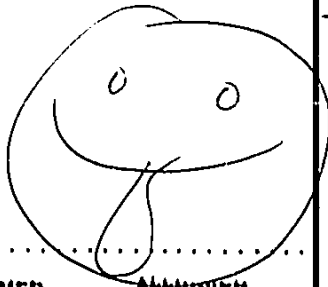
To Us via \_\_\_\_\_ Return via \_\_\_\_\_

Master No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

FILED  
 97 MAR 21 11:27  
 TALLAHASSEE, FLORIDA

AL MAR 21 1997



REQUEST TAKEN CONFIRMED APPROVED  
 DATE 3/21/97  
 TIME 9:30  
 BY CD

WALK-IN  
 Will Pick Up \_\_\_\_\_

HE: MANAGED Resource  
SYSTEMS, Inc.

	C.C. FEE.	DISC
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. Filing		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership Filing		
<input type="checkbox"/> Foreign Corp. Filing		
<input checked="" type="checkbox"/> 1) Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. Filing		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S.		
<input type="checkbox"/> Petition to Amend Filing		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report Filing		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 Filing		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> Filing No.'s, Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ( )		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX ( )		

SUBTOTAL	
Fee	\$
DISBURSED	\$
RECONCILIATION	\$
TAX on corporate supplies	\$
SUBTOTAL	\$
PREPAID	\$
BALANCE DUE	\$

Please send invoice number with payment  
 TERMS: NET 10 DAYS FROM INVOICE DATE  
 1/2% per month on Past Due Amounts  
 Past 30 Days, 1.5% per Month.

THANK  
 from  
 Your Capital C

ARTICLES OF INCORPORATION  
OF  
MANAGED RESOURCE SYSTEMS, INC.

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FLORIDA

The undersigned Incorporator to these Articles of Incorporation, competent to contract, hereby forms a for profit corporation under Chapter 607 of the Florida Statutes and other applicable laws.

ARTICLE ONE: The name of the Corporation is MANAGED RESOURCE SYSTEMS, INC.

ARTICLE TWO: The period of the Corporation is perpetual.

ARTICLE THREE: The nature of the business to be transacted by this Corporation is to provide services in connection with business development and management and all related services thereto through its officers, employees and agents.

ARTICLE FOUR: Authorized Shares.

(a) Number: The aggregate number of shares that the Corporation shall have the authority to issue and have outstanding at any one time is 7,500 shares of capital stock with a par value of \$1.00 per share. Such stock shall not be alienated nor redeemed by the Corporation except as specifically provided by the By-Laws of the Corporation.

(b) Initial Issue: 100 shares of the capital stock of the Corporation shall be issued for cash at a par value of \$1.00 per share.

(c) Stated Capital: The sum of the par value of all shares of capital stock of the Corporation that have been issued shall be the stated capital of the Corporation at any particular time.

(d) Dividends: 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.

(e) No Classes of Stock: The shares of the Corporation are not to be divided into classes.

(f) No Shares in Series: The Corporation is not authorized to issue shares in series.

ARTICLE FIVE: The initial street address in Florida of the initial registered office of the

Corporation is 1992 Quail Hollow Drive, Deland, FL, 32720, and the name of the initial registered agent at such address is JOHN M. WEISBERG, SR. The principal address for the Corporation is Suite 296, 2607 South Woodland Blvd., Deland, FL 32720.

ARTICLE SIX: The initial Board of Directors shall consist of two (2) members, who need not be residents of the State of Florida or shareholders of the Corporation. The number of directors may be increased or decreased from time to time by the shareholders in accordance with the By-Laws of the Corporation.

ARTICLE SEVEN: The name and address of the persons who shall serve as directors until the first annual meeting of the shareholders, or until their successors shall have been elected and qualified, are as follows:

John M. Weisberg, Sr., 1992 Quail Hollow Drive, Deland, FL 32720; and  
Eulene Weisberg, 1992 Quail Hollow Drive, Deland, FL 32720.

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

John M. Weisberg, Sr., 1992 Quail Hollow Drive, Deland, FL 32720.

ARTICLE NINE: The effective date upon which this Corporation shall come into existence shall be the date of the filing of the Articles of Incorporation.

ARTICLE TEN: 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 majority vote of the common stock.

ARTICLE ELEVEN: The holders of the common stock of this Corporation shall have the preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such as the shares of the stock of this Corporation as may be issued for money (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 the ratio of the authorized and issued shares of common stock held by the holder all shares of common stock currently authorized and issued.

ARTICLE TWELVE: These Articles of Incorporation shall be construed so as to comply in all respects with the provisions of Chapter 607 of the Florida Statutes as the same now exists or may from time to time be amended.

IN WITNESS WHEREOF, THE UNDERSIGNED has made and subscribed to these Articles of Incorporation at Casselberry, Seminole County, Florida, on the 20th day of March, 1997.

  
Incorporator

CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

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PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE  
UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF  
FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE  
REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is : MANAGED RESOURCE SYSTEMS, INC.
2. The name and address of the registered agent and office is:

John M. Weisberg, Sr.  
1992 Quail Hollow Drive  
Deland, FL 32720

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
\_\_\_\_\_  
John M. Weisberg, Sr.

March 20, 1997  
Date