

P97000028857

JACOBS, FORLIZZO & NEAL, P.A.

— ATTORNEYS AT LAW —

VICTORIA J. ALVAREZ

PLEASE REPLY TO FEATHER SOUND

March 18, 1997

VIA U.S. MAIL/FIRST CLASS

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

600002117686-- 6

-03/19/97--01031--008
****122.50 ****122.50

Re: Perceptive Solutions, Inc.

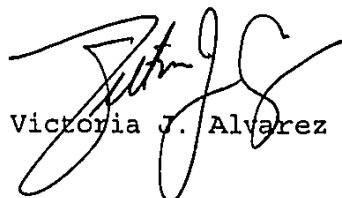
Dear Madam or Sir:

Enclosed are two (2) originals of the Articles of Incorporation of Perceptive Solutions, Inc. for filing. Also enclosed is a check in the amount of \$122.50 representing your filing and certified copy fees.

Please return a certified copy of the Articles of Incorporation in the stamped, self-addressed envelope provided for your convenience.

If you have any questions, please call me.

Very truly yours,


Victoria J. Alvarez

VJA:pjd
Enclosures

cc: Deidre A. O'Malley, President (w/enc.)

FILED
97 MAR 31 PM 1:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

4-1-97

Dme
3/31/97

~~107-0130~~
K.R. MAR 25 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 25, 1997

VICOTRIA J ALVAREZ
JACOBS, FORLIZZO & NEAL, P.A.
13577 FEATHER SOUND DR, STE 300
CLEARWATER, FL 34622-5547

SUBJECT: PERCEPTIVE SOLUTIONS, INC.
Ref. Number: W97000006830

We have received your document for PERCEPTIVE SOLUTIONS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The entity name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved entity. Names of administratively dissolved entities are not available for one year from the date of administrative dissolution unless the dissolved entity provides the Department of State with a notarized affidavit executed as required by section 607.0120, 617.01201, 608.5135 or 608.4482 Florida Statutes, permitting the immediate assumption or use of the name by another entity.

Simply adding "of Florida" or "Florida" to the end of a name does not constitute a difference.

When the document is resubmitted, please return a copy of this letter to ensure proper handling.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Kimberly Rolfe
Document Specialist

Letter Number: 797A00014954

ARTICLES OF INCORPORATION
OF
PERCEPTIVE TECHNOLOGY, INC.

FILED
97 MAR 31 PM 1:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I
NAME

The name of this corporation shall be:

PERCEPTIVE TECHNOLOGY, INC.

EFFECTIVE DATE
4-1-97

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of this corporation shall be:

2812 Aquilla
Tampa, Florida 33629

ARTICLE III
BUSINESS AND PURPOSES

The general nature of the business to be transacted by this corporation, or the objects or purposes of the corporation, shall be business systems software design and implementation and any other purposes permissible by law.

ARTICLE IV
CAPITAL STOCK

(a) The aggregate number of shares of capital stock authorized to be issued by this corporation shall be Ten Thousand (10,000) shares of common stock with One Dollar (\$1.00) par value per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this

corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

(b) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE V EXISTENCE OF CORPORATION

In accordance with Section 607.0203, Florida Statutes, the existence of this corporation shall commence on April 1, 1997, if these Articles are filed by the Department of State within five (5) business days after such date. If filed after such five (5) business days, the existence of this corporation shall commence upon the filing of these Articles by the Department of State. In either event, the existence of this corporation thereafter shall be perpetual.

ARTICLE VI REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of this corporation shall be located at 2812 Aquilla, Tampa, Florida 33629 and the initial registered agent of this corporation at such office shall be DEIDRE A. O'MALLEY. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE VII BOARD OF DIRECTORS

The Board of Directors of this corporation shall consist of not less than one (1), the exact number of directors to be fixed from time to time by the stockholders or the by-laws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the by-laws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be

stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this corporation shall consist of one (1) member, such member to hold office until her successors have been duly elected and qualified. The name and street address of the initial director is:

<u>Name</u>	<u>Address</u>
Deidre A. O'Malley	2812 Aquilla Tampa, FL 33629

ARTICLE IX
INCORPORATOR

The name and street address of the incorporator making these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Deidre A. O'Malley	2812 Aquilla Tampa, FL 33629

ARTICLE X
BY-LAWS

(a) The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation; provided, however, that any by-law or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by the stockholders, and the stockholders may prescribe in any by-law made by them that such by-law shall not be altered, amended or repealed by the Board of Directors.

(b) The by-laws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation or contrary to the laws of the State of Florida or of the United States.

ARTICLE XI
AMENDMENT OF ARTICLES OF INCORPORATION

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles for the uses and purposes therein stated.


DEIDRE A. O'MALLEY

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, DEIDRE A. O'MALLEY, having been ^{as} registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 17 day of March, 1997.


DEIDRE A. O'MALLEY

FILED
97 MAR 31 PM 1:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA