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**DOUGLAS C. ROGERS**

Attorney at Law & Certified Public Accountant

Post Office Box 1997  
Thomasville, Georgia 31799  
Telephone (912) 228-5400

123 East Washington Street  
Thomasville, Georgia 31792  
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VIA HAND DELIVERY

April 10, 1997

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

900002139369--0  
-04/10/97--01074--003  
\*\*\*\*\*17.50 \*\*\*\*\*17.50

900002139369--0  
-04/10/97--01074--002  
\*\*\*\*\*105.00 \*\*\*\*\*105.00

Re: Incorporation filings for SOUTHEASTERN INTEGRATED BUSINESS SERVICES, INC.

Greetings:

Please find enclosed for filing the original and one copy of the articles of incorporation of the above-referenced company, accompanied by a check in the amount of \$105.00 representing the \$35.00 fee for filing fees, Registered agent Description and Name Reservation.

Best regards,

*Will Wait*

*Douglas C. Rogers*  
Douglas C. Rogers  
Incorporator  
Post Office Box 1997  
Thomasville, Georgia 31799  
(912) 228-5400

\DCR

Enclosures - Two copies of Articles of Incorporation; Check for \$105.00

RECEIVED  
97 APR 10 PM 12:39  
DIVISION OF CORPORATIONS  
FILED  
97 APR 10 PM 12:49

**ARTICLES OF INCORPORATION  
OF  
SOUTHEASTERN INTEGRATED BUSINESS SERVICES, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 APR 10 PM 12:49

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I - NAME**

The name of the corporation is **SOUTHEASTERN INTEGRATED BUSINESS SERVICES, INC.**

**ARTICLE II - PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be 95 Bent Oak Circle, Thomasville, Thomas County, Georgia 31757,

**ARTICLE III**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one million (1,000,000) shares.

**ARTICLE IV**

The name and address of the initial registered agent is:  
William Carden, 54 Laurie Drive, Fort Walton Beach, Florida 32548.  
(904)-243-7626.

**ARTICLE V**

The name and street address of the incorporator to these Articles of Incorporation is **DOUGLAS C. ROGERS, 123 EAST WASHINGTON STREET, THOMASVILLE, GEORGIA 31792.**

## ARTICLE VI

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

(a) To fix, determine, and vary from time to time the amount to be maintained as surplus and the amount or amounts to be set apart as working capital.

(b) To set apart out of any of the funds of the corporation legally available for dividends a reserve or reserves for any proper purposes or to abolish any such reserve or reserves in the manner in which created.

(c) To make, amend, alter, change, add to, or repeal By-Laws of the corporation, without any action on the part of the shareholders. The By-Laws made by the directors may be amended, altered, changed, added to, or repealed by a majority or a quorum of the shareholders.

(d) To authorize and cause to be executed mortgages and liens, with or without limit as to amount, upon the real or personal property of the corporation.

(e) From time to time to determine whether and to what extent, at what time and place, and under what conditions and regulations the accounts and books of the corporation, or any of them, shall be open to the inspection of any shareholder; and no shareholder shall have any right to inspect any account or book or document of the corporation except as conferred by statute or By-Laws or as authorized by resolution of the shareholders or Board of Directors.

(f) To authorize the payment of compensation to the directors for services to the corporation, including fees and expenses for attendance at meetings of the Board of Directors, the executive committee, and other committees and salaries for serving as such directors or committee members, and to determine the amount of such compensation.

(g) From time to time to formulate, establish, promote, and carry out, and to amend, alter, change, revise, recall, repeal, or abolish a plan or plans for the participation by all or any of the employees, including directors and officers, of the corporation, or of any corporation, company, association, trust, or organization in which or in the welfare of which the corporation has any interest, and those actively engaged in the conduct of the corporation's business, in the profits, gains, or business of the corporation or of any branch or division thereof, as part of the corporation's legitimate expenses and for the furnishing to such employees, directors, officers, or persons, or any of them, at the corporation's expense, of medical services, insurance against accident, sickness or death, pensions during old age, disability or unemployment, education, housing, social services, recreation, or other similar aids for their relief or general welfare, in such manner and upon such terms and conditions as the Board of Directors shall determine.

(h) From time to time to formulate, establish, and carry out, and to amend, alter, change, revise, recall, repeal, or abolish, a plan or plans providing for the purchase of shares of stock of the corporation by, or for the granting of options or other rights to purchase shares of stock of the corporation, to all or any of the officers and other employees of the corporation upon such terms and

conditions and for such consideration as the Board of Directors may determine in good faith to be fair and reasonable.

#### ARTICLE VII

The initial Board of Directors shall consist of **DAVID HALL** and **SANDRA HALL**.

THE UNDERSIGNED INCORPORATOR executed these Articles of Incorporation this the 10<sup>th</sup> day of April, 1997.

  
DOUGLAS C. ROGERS

*Douglas C. Rogers, Attorney at Law/Certified Public Accountant*  
Post Office Box 1997  
123 East Washington Street  
Thomasville, Georgia 31799  
(912) 228-5400

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 APR 10 PM 12:49

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 **SOUTHEASTERN INTERGRATED BUSINESS SERVICES, INC.**

2. The name and address of the registered agent and office is:

**WILLIAM CARDEN  
54 LAURIE DRIVE  
FORT WALTON BEACH, FLORIDA 32548**

Having been named as registered agent and 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.

William Carden  
Signature of Registered Agent

4-10-97  
Date

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