

P9700038709

LAW OFFICES  
OF  
JEFFREY C. PETERSON  
ATTORNEY AT LAW FILED

JEFFREY C. PETERSON:

PLEASE REPLY TO:

Mayport

97 APR 30 PM 3: 59

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MAYPORT  
2550 MAYPORT RD., SUITE 6  
ATLANTIC BEACH, FL 32233  
(904) 241-2151  
WESTSIDE  
6011 103rd STREET, SUITE 9  
JACKSONVILLE, FLORIDA 32210  
(904) 771-5417  
FACSIMILE  
(904) 241-3996

April 16, 1997

Corporate Records Division,  
Division of Corporations,  
Department of State,  
PO Box 6327,  
Tallahassee, Fl., 32301

re: Kodiak Software Jacksonville, Inc.

300002147613--7  
-04/18/97--01045--008  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Sirs,

Enclosed please find the original and duplicate copy of the  
Articles of Incorporation for the above proposed corporation.

Please endorse your approval of same and return to me as soon  
as possible.

My check for the fee of \$122.50 is enclosed.

Yours sincerely,

Jeffrey C. Peterson

JCP.jp  
encs.

*[Handwritten signatures and initials]*  
Jeffrey Peterson  
Article VII  
CR  
DH 4/20/97  
WA 4/21/97



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

April 21, 1997

JEFFREY C. PETERSON, ESQ.  
2550 MAYPORT RD, SUITE 6  
ATLANTIC BEACH, FL 32233

SUBJECT: KODIAK SOFTWARE OF JACKSONVILLE, INC.  
Ref. Number: W97000009158

We have received your document for KODIAK SOFTWARE OF JACKSONVILLE, 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 document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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) 487-6915.

Pamela Hall  
Document Specialist

Letter Number: 697A00020313

*Returned  
with apology*

ARTICLES OF INCORPORATION  
of  
KODIAK SOFTWARE OF JACKSONVILLE, INC.,

FILED  
97 APR 30 PM 3: 59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act hereby adopt the following articles of incorporation:

ARTICLE ONE

The name of the corporation is KODIAK SOFTWARE OF JACKSONVILLE, INC.

ARTICLE TWO

Duration

The term of existence of the corporation is perpetual.

ARTICLE THREE

Purpose

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR

Capital Stock

The aggregate number of shares which the corporation has authority to issue is 100, all of which shall be common shares with a par value of \$1.00. All of said stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose; and any and all such shares so issued, the full consideration for which has been paid or delivered shall be deemed fully paid stock and not liable to any further call or assessments thereof, and the holder of such shares shall not be liable for any further payment thereon.

ARTICLE FIVE

The amount of capital with which this corporation may commence business is \$500.00.

ARTICLE SIX

The mailing address of the initial principal office of the

corporation is 1861 Rambling Ridge Lane, Jacksonville, Fl., 32225  
The name of the initial registered agent at such address is JUNE DILELLO.

I am hereby familiar with and accept the duties and responsibilities  
as registered agent for said corporation: June Dilello

#### ARTICLE SEVEN

##### Directors

The number of Directors of this Corporation shall not be less than one (1), nor more than three (3), but the number of such directors shall be subject to change as the By-Laws of this Corporation may, from time to time, provide.

The name and street address of the initial director of this Corporation, who shall hold office for the first year or until successors are elected and have qualified shall be:

<u>Name</u>	<u>Address</u>
DANIEL P. DILELLO	1861 Rambling Ridge Lane, Jacksonville, Fl., 32225

#### ARTICLE EIGHT

##### Incorporator

The name and address of the incorporator is JEFFREY C. PETERSON,  
2250 Mayport Road, # 6, Atlantic Beach, Fl., 32233

#### ARTICLE NINE

##### Commencement of Existence

The corporation shall be deemed to commence its existence upon the filing of the articles of incorporation.

#### ARTICLE TEN

##### Amendment

This certificate of incorporation may be amended as provided by Statute by the Stockholders of this Corporation.

#### ARTICLE ELEVEN

##### Informal Shareholder Actions

Any action of the shareholders may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all the persons who would be entitled to vote upon such action at a meeting and filed with the secretary of the corporation as part of the corporation records.

ARTICLE TWELVE  
Pre-emptive Rights

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation in ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding exclusive of treasury shares. The right shall be deemed waived by any shareholder who does not exercise it and pays for the share pre-empted within thirty (30) days of receipt of a notice in writing from the corporation stating prices, terms and conditions of the issued shares and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

IN WITNESS WHEREOF, we have hereunto set our hands and seals and and acknowledge the foregoing Certificate of Incorporation, this 16<sup>th</sup> day of APRIL, 1997



Incorporator

FILED  
97 APR 30 PM 3:59  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
COUNTY OF DUVAL

On this 16 day of April, 1997 before me the undersigned officer, personally appeared DANIEL P. DILLENO known to me to be the person who name is subscribed to the within instrument, and who produced identification or is personally known and who acknowledged that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



Jacqueline Parker  
MY COMMISSION # CC523920 EXPIRES  
January 12, 2000  
BONDED TIFU TROY TAIN INSURANCE, INC.

  
Notary Public: State of Florida