

P97000040302

*New Offices*  
G. Stephen Manning, P.A.

FILED

6622 SOUTHPOINT DRIVE - SOUTH  
SUITE 310  
JACKSONVILLE, FLORIDA 32216

97 MAY -2 PM 3: 23

TELEPHONE  
(904) 281-1001

G. STEPHEN MANNING  
MEMBER FL AND KY BARS  
STEPHEN A. FAUSTINI

PLEASE REPLY TO:  
POST OFFICE BOX 550908  
JACKSONVILLE, FLORIDA 32255-0908

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

TELECOPIER  
(904) 296-0898  
(904) 281-0253

MOBILE  
(904) 868-4698

May 1, 1997

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

9100002163749-2  
-35/02/91-01081-020  
\*\*\*\*122.50 \*\*\*\*122.50

RE: Articles of Incorporation of A.N.D.-One Systems, Inc.  
Our File No.: 97-8006

Dear Sir/Madam:

Enclosed for filing is an original and one (1) copy of the executed Articles of Incorporation for A.N.D.-One Systems, Inc., and a Certificate designating the registered agent. Also enclosed is a check in the amount of \$122.50 for the filing fee and a certified copy of the Certificate of Incorporation after filing. **Please return the certified copy to the undersigned at Post Office Box 550908, Jacksonville, Florida 32255-0908.**

Please call me should any additional information be required or should you have any questions concerning these documents.

Sincerely,

*Stephen A. Faustini*  
Stephen A. Faustini

SAF/mlo

*PH*  
*5/6/97*

**ARTICLES OF INCORPORATION**

**OF**

**A.N.D.-ONE SYSTEMS, INC.**

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JACKSONVILLE, FLORIDA

The undersigned, Julie A. Cason, 12648 Fish Hawk Lane, Jacksonville, Florida 32225 and Pamela P. Jett, 281 Redfish Creek Drive, St. Augustine, Florida 32095, incorporators and subscribers to these Articles of Incorporation of A.N.D.-One Systems, Inc. (the "Corporation"), both being natural persons, competent to contract, do hereby present these Articles for the formation of a Corporation under the laws of the State of Florida and the Florida Business Corporation Act, Chapter 607, Florida Statutes.

**ARTICLE I. NAME**

The name of this Corporation is A.N.D.-One Systems, Inc. The mailing address of the Corporation is A.N.D.-One Systems, Inc. c/o, G. Stephen Manning, 6622 Southpoint Drive South, Suite 310, Jacksonville, Florida 32216.

**ARTICLE II. NATURE OF BUSINESS**

The general nature of the business to be transacted by this Corporation is:

To engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

To invest its funds in real estate, mortgages, stocks, bonds, or other types of investments, and to own real or personal property.

To do all and everything necessary and proper for the accomplishment of any of the purposes, or attaining any of the objects, or the furtherance of any of the purposes enumerated or incidental thereto, and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes, or the attainment of the objects, or the furtherance of such purposes or objects of the Corporation.

The business of this Corporation shall be limited to the foregoing activities.

#### ARTICLE III. CAPITAL STOCK

The maximum number of shares of capital stock that this Corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock.

The consideration for the issuance of shares may be paid, in whole or in part, in cash, services or other property, tangible or intangible. Shares may not be issued until the full amount of the consideration therefore has been paid. When payment of the consideration for which shares are to be issued is received, such shares shall be deemed to be fully paid and non-assessable. In the absence of fraud, the judgment of the Board of Directors as to the value of the consideration received for shares shall be conclusive.

#### ARTICLE IV. SPECIAL PROVISIONS

The stock of this Corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary to qualify as Section 1244 stock may be taken by the Board of Directors or appropriate

Officers of the Corporation. The Corporation elects to have preemptive rights as provided in Section 607.0630, Florida Statutes.

#### ARTICLE V. TERM OF EXISTENCE

The existence of this Corporation shall begin on the date of the Florida Department of State's filing of these Articles of Incorporation and shall continue perpetually thereafter until dissolved according to law.

#### ARTICLE VI. ADDRESS, REGISTERED AGENT, RESIDENT AGENT

The street address of the principal office of this Corporation in the State of Florida is 6622 Southpoint Drive South, Suite 310, Jacksonville, Florida 32216. The initial registered agent for service of process shall be G. Stephen Manning, at 6622 Southpoint Drive, South, Suite 310, Jacksonville, Florida 32216. The Board of Directors may, from time to time, move the registered and principal office to any other address in Florida. The Board of Directors may, from time to time, designate a different person as registered agent and resident agent to accept service of process.

#### ARTICLE VII. DIRECTORS

This Corporation shall have four (4) Directors initially. The number of Directors may be increased or diminished from time to time by resolution adopted by the Shareholders, but may never be less than one (1).

#### ARTICLE VIII. POWERS

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

To make and alter the By-laws of this Corporation, to fix the amount, if any, to be reserved as working capital over and above its capital stock paid in, to authorize and cause to be executed mortgages and liens upon the real and personal property of this Corporation.

To determine and fix the compensation of Officers, Directors, agents and employees of this Corporation; to adopt any profit-sharing, pension or deferred compensation plan or program, and to determine the contributions to be made by this Corporation thereto; to enter into employment contracts with Officers, Directors, agents and employees of this Corporation and to provide therein for regular compensation, bonuses, stock options, deferred compensation, retirement and other benefits. The interest of any Director in any of the foregoing matters or in any other matter shall not disqualify such Director from participation in the consideration of such matter or from voting thereon and shall not affect the validity of any action of the Board of Directors in respect of such matters.

To enter into, or become a partner in, any arrangement for sharing profits and losses, partnership, joint venture or otherwise, with any person, firm, or corporation; to carry on any business which this Corporation has the direct or incidental authority to pursue.

The Corporation may, in its By-laws, confer powers upon its Directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon them by statute.

#### ARTICLE IX. LIMITATION OF LIABILITY

Each Director, Shareholder and Officer, in consideration for his/her services, shall, in the absence of fraud, be indemnified and held harmless by the Corporation, whether then in office or not, for the reasonable cost and expenses incurred by him/her in connection with the defense of or for advice concerning any claim asserted, cause of action filed or civil penalties assessed or proceedings brought against him/her by reason of his/her being or having been a Director, Shareholder or Officer of the Corporation or any subsidiary of the Corporation whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be in addition to any other rights to which any Officer, Director or Shareholder may be entitled as a matter of law.

#### ARTICLE X. AMENDMENT

This Corporation reserves the right to amend, alter, change or repeal any provision contained in its Articles of Incorporation, in a manner now or hereafter prescribed by statute, and all rights conferred upon Shareholders herein are granted subject to this reservation.

Without limiting the generality of the preceding paragraph, the Articles of Incorporation of the Corporation may be amended to change the business purpose of this Corporation to provide for any lawful purpose.

#### ARTICLE XI. CONTRACT

No contract or other transaction between this Corporation and any person, firm or corporation shall be affected by the fact that any Director or Officer of this Corporation,

individually or jointly, is a party to, or is interested in, such contract or transaction, or by the fact that any Director or Officer of this Corporation is a Director or Officer of such other corporation.

ARTICLE XII. RESTRICTIONS ON TRANSFER OF STOCK

The Shareholders may, by By-law provision or by Shareholders' Agreement recorded in the minute book of the Corporation, impose such restrictions on the sale, transfer, or encumbrance of the stock of the Corporation as they may see fit.

The UNDERSIGNED, being the original incorporators hereinbefore named for the purpose of forming a Corporation to do business in the State of Florida, under the laws of the State of Florida, do make, subscribe, acknowledge and file these Articles, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set their hands on this 30<sup>th</sup> day of April, 1997.

INCORPORATORS:

Julie A. Cason  
JULIE A. CASON

Pamela P. Jett  
PAMELA P. JETT

STATE OF FLORIDA

COUNTY OF DUVAL

Before me personally appeared Incorporator JULIE A. CASON, to me well known or who produced a drivers license as identification, and who executed the foregoing Articles of incorporation and acknowledged to and before me that she executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 30<sup>th</sup> day of April, 1997.

Stephen A. Faustini  
Notary Public, State of Florida  
at Large

Stephen A. Faustini  
Printed Name of Notary

STATE OF FLORIDA

COUNTY OF DUVAL

Before me personally appeared Incorporator PAMELA P. JETT, to me well known or who produced a drivers license as identification, and who executed the foregoing Articles of Incorporation and acknowledged to and before me that she executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 30<sup>th</sup> day of April, 1997.



Stephen A. Faustini  
Notary Public, State of Florida  
at Large

Stephen A. Faustini  
Printed Name of Notary





STATE OF FLORIDA  
COUNTY OF DUVAL

BEFORE ME, the undersigned authority, this day personally appeared G. STEPHEN MANNING, known personally to me to be such, who, after being duly sworn, deposes and says that the facts and matters contained above are true and correct, and that he has executed the same for the purposes expressed herein.

WITNESS my hand and official seal this 1<sup>st</sup> day of May, 1997.

Stephen A. Faustini  
Notary Public, State of Florida  
at Large

Stephen A. Faustini  
Printed Name of Notary



STEPHEN A FAUSTINI  
My Commission CC544960  
Expires Apr. 02, 2000

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN THIS STATE, MAKING  
AGENT UPON WHOM PROCESS MAY BE SERVED

FILED

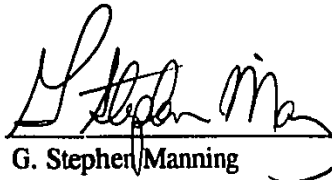
97 MAY -2 PM 3:23

SECRET  
TALLAHASSEE, FLORIDA

In pursuance of Chapter 607, Florida Statutes, the following is submitted, in compliance with said Act:

That A.N.D.-One Systems, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, to be at 6622 Southpoint Drive South, Suite 310, County of Duval, State of Florida, has named G. Stephen Manning, whose address is 6622 Southpoint Drive South, Suite 310, Jacksonville, County of Duval, State of Florida 32216, as its agent to accept service of process within the State.

Having been named in the Articles of Incorporation to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby accept and agree to act in this capacity and agree to comply with the provisions of the Florida Business Corporation Act relative to keeping open said office.

  
G. Stephen Manning