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ACCOUNT NO. : 072100000032

REFERENCE : 443365 80874A

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pizito

ORDER DATE : June 26, 1997

ORDER TIME : 11:30 AM

ORDER NO. : 443365-005

CUSTOMER NO: 80874A

900002224339--9

CUSTOMER: Kathleen Madigan, Legal Asst
DANNHEISSER & WALLACE, P.A.

Suite 302
1819 Main Street
Sarasota, FL 34236

DOMESTIC FILING

NAME: NATIONAL SYSTEMS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

FILED
97 JUN 26 AM 9:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 JUN 26 PM 3:26
DIVISION OF CORPORATION

JUN 27 1997

ARTICLES OF INCORPORATION

OF

NATIONAL SYSTEMS, INC.

FILED

JUN 26 AM 9:16

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

NATIONAL SYSTEMS, INC.

The address of the principal office of this corporation shall be C/O Dannheisser & Wallace, P.A., 1819 Main Street, Suite 302, Sarasota, Florida 34236, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have three Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Thomas Olk
Dir.

6374 Verdura Way
Tallahassee, Florida 32311

Frank Francisco
Dir.

9519 Tower Pine Drive
Winter Garden, Florida 34787

James Sleeper
Dir.

Post Office Box 876
Sarasota, Florida 34230

ARTICLE VII. STOCK ISSUANCE

The stock of this corporation shall be issued as follows:

Thomas Olk	33-1/3% of the shares
Frank Francisco	33-1/3% of the shares
James Sleeper	33-1/3% of the shares

ARTICLE VIII. INCORPORATOR

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

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on June 26, 1997.

CORPORATION SERVICE COMPANY

By: Deborah D. Skipper

It's Agent, Deborah D. Skipper

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Deborah D. Skipper

It's Agent, Deborah D. Skipper

DAS/das

FILED
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TALLAHASSEE, FLORIDA