

PA7000064398

May 12, 1997

DEPARTMENT OF STATE
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

600002179896---6
-05/15/97-01059-017
***122.50 ***122.50

Dear Sir or Madam:

Enclosed herewith for filing in connection with the incorporation of W.E.C.A.N., Inc., please find the following:

1. Articles of Incorporation;
2. Certificate of Designation registered agent/registered office; and
3. A check in the amount of \$122.50 to cover the filing fee.

If you need any further information, please contact the undersigned.

Thank you for your assistance.

Yours very truly,

Joyce Gilmore
Joyce Gilmore, President

Enclosures

W97-11692

FILED
97 JUL 25 AM 11:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AL JUL 25 1997



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 20, 1997

JOYCE GILMORE
88 RIBERIA STREET
SUITE 110
ST. AUGUSTINE, FL 32084

SUBJECT: W.E.C.A.N., INC.
Ref. Number: W97000011692

We have received your document for W.E.C.A.N., 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 name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

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

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

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) 487-6928.

Agnes Lunt
Corporate Specialist

Letter Number: 597A00026969

June 24/ 1997

DEPARTMENT OF STATE
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Dear Sir or Madam:


Enclosed herewith for filing in connection with the incorporation of Warhorse Elite Computers and Networking, Inc., please find the following:

1. Articles of Incorporation;
2. Certificate of Designation registered agent/registered office; and
3. A copy of your letter dated May 20, 1997.

If you need any further information, please contact the undersigned.

Thank you for your assistance.

Yours very truly,


Joyce Gilmore, President

Enclosures



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 7, 1997

JOYCE GILMORE
88 RIBERIA STREET
SUITE 110
ST. AUGUSTINE, FL 32084

SUBJECT: WARHORSE ELITE COMPUTERS AND NETWORKING, INC.
Ref. Number: W97000011692

We have received your document for WARHORSE ELITE COMPUTERS AND NETWORKING, INC.. However, the document has not been filed and is being returned for the following:

You failed to make the correction(s) requested in our previous letter.

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

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 (850) 487-6928.

Agnes Lunt
Corporate Specialist

Letter Number: 997A00035083

**ARTICLES OF INCORPORATION OF
WARHORSE ELITE COMPUTERS AND NETWORKING, INC.**

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

**ARTICLE I
Name**

The name of the corporation is: Warhorse Elite Computers and Networking, Inc.

**ARTICLE II
Mailing Address**

The mailing address of this corporation is :

Warhorse Elite Computers and Networking
88 Riberia Street
Suite 110
St. Augustine, FL 32084

**ARTICLE III
Registered Office**

The registered office of this corporation is:

88 Riberia Street
Suite 110
St. Augustine, FL 32084

**ARTICLE IV
Incorporator**

The name and address of the incorporator is:

Joyce Gilmore
88 Riberia Street
Suite 110
St. Augustine, FL 32084

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97 JUL 25 AM 11:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V

Capital

The aggregate number of shares of stock which this corporation shall have the authority to issue is Five Million (5,000,000) shares of the par value one cent (\$.01) per share. The shares shall be divisible into classes and series, having the designations, voting rights and other rights and preferences, and be subject to the restrictions, that the Board of Directors of the corporation may from time to time establish by resolution. Shares issued from time to time which are not part of a class or series so established shall be Common Shares entitled to one vote per share.

ARTICLE VI

Classes and Series

In addition to, and not by way of limitation of, the powers granted to the Board of Directors by Florida Statute, the Board of Directors of this corporation shall have the power and authority to fix by resolution any additional designation, class, series, voting power, preference, right, qualification, limitation, restriction, dividend, time and price of redemption, and conversion right with respect to any stock of the corporation.

ARTICLE VII

Cumulative Voting Denied

No holder of stock of this corporation shall be entitled to any cumulative voting rights.

ARTICLE VIII

Pre-Emptive Rights Denied

No holder of stock of this corporation shall have any preferential, pre-emptive, or other rights of subscription to any shares of any class or series of stock of this corporation allotted or sold or to be allotted or sold and now or hereafter authorized, or to any obligations or securities convertible into any class or series of stock of this corporation, nor any right of subscription to any part thereof.

ARTICLE IX

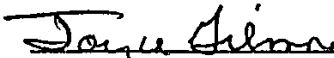
Board of Directors

The names and addresses of the persons comprising the first Board of Directors are:

Joyce Gilmore
88 Riberia Street
Suite 110
St. Augustine, FL 32084

David Foster
88 Riberia Street
Suite 110
St. Augustine, FL 32084

The undersigned has executed these Articles of Incorporation this 17th day of July, 1997.


Joyce Gilmore

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

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: Warhorse Elite Computers and Networking, Inc.

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

Debbie Paterson Debra H. Paterson
(NAME)

88 Riberia Street, Suite 110
(P.O. BOX NOT ACCEPTABLE)

St. Augustine, FL 32084
(CITY/STATE/ZIP)

SIGNATURE Joyce Gilmore
(corporate officer) Joyce Gilmore

TITLE President

DATE 6/24/97

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.

SIGNATURE Debra H. Paterson

DATE 6/13/97

REGISTERED AGENT FILING FEE: \$35.00

P97000064399



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 472128 5315A

AUTHORIZATION :

Patricia Pajuts

COST LIMIT : \$ 122.50

ORDER DATE : July 23, 1997

ORDER TIME : 11:46 AM

ORDER NO. : 472128-005

CUSTOMER NO: 5315A

700002245577--1

CUSTOMER: Ms. Teresa S. Smith
TRENAM KEMKER SCHARF BARKIN
FRYE O'NEILL & MULLIS, P.A.
2700 Barnett Plaza
101 East Kennedy Boulevard
Tampa, FL 33602

DOMESTIC FILING

NAME: UNITED INSURANCE PROFESSIONAL,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

RECEIVED
JUL 23 1997
11:46 AM
TAMPA, FL

W97-17023

11



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

July 23, 1997

CSC NETWORKS
1201 HAYS ST.
TALLAHASSEE, FL 32301-2607

SUBJECT: UNITED INSURANCE PROFESSIONAL, INC.
Ref. Number: W97000017023

RESUBMIT
Please give original
submission date as file date.

We have received your document for UNITED INSURANCE PROFESSIONAL, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The name you are requesting is unavailable, since it has been reserved by another individual. In order to use the name, you must obtain their release.

Please return the original and one copy of 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 (850) 487-6052.

Sandy Ng
Document Specialist

Letter Number: 197A00037399

57 JUL 24 PM 2 02

CT CORPORATION SYSTEM

200 S Pine Island Road
Plantation, FL 33324
Tel 954 473 5503
Fax 954 476 0158

July 24, 1997

Secretary of State
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: UNITED INSURANCE PROFESSIONALS, INC.

Dear Sir/Madam:

I, Victoria Goldstein, on behalf of C T Corporation System, hereby release the name United Insurance Professionals, Inc., reservation #R97000001584, reserved on April 3, 1997 good thru August 1, 1997, to Corporation Service Company for use of filing Articles of Incorporation.

Dated, July 24, 1997.


Victoria Goldstein

VICKY GOLDSTEIN
SPECIAL ASSISTANT SECRETARY

ARTICLES OF INCORPORATION
OF
UNITED INSURANCE PROFESSIONAL, INC.

FILED
97 JUL 23 10:13:19
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:

United Insurance Professional, Inc.

ARTICLE II

Principal Office and Mailing Address

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

1408 North Westshore Blvd.
Suite 800
Tampa, Florida 33609

ARTICLE III

Business and Purposes

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

ARTICLE IV

Capital Stock

(a) Authorized Capitalization.

The total number of shares of capital stock authorized to be issued by this corporation shall be 10,000,000 shares of Class A, voting common stock, par value \$.01 per share (the "Voting Common Stock"), and 10,000,000 shares of Class B, nonvoting common stock, par value \$.01 per share (the "Nonvoting Common Stock").

(b) Payment for Stock. The consideration for the issuance of capital stock of this corporation 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.

(c) Voting.

(i) The entire voting power of this corporation shall be vested in the Voting Common Stock, each share of which shall entitle the holder thereof to one vote at each meeting of the stockholders of this corporation.

Except as otherwise provided by law, holders of the Nonvoting Common Stock shall not be entitled to any voting rights by virtue of such ownership. This distinction in voting rights shall be the sole difference between the Voting Common Stock and the Nonvoting Common Stock.

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

(d) Dividends.

Any dividends are to be shared among the holders of shares of outstanding Voting Common Stock and Nonvoting Common Stock on a share for share basis.

(e) Preference in the Event of Liquidation.

(i) Upon the liquidation, dissolution or winding up of the business of this corporation, whether voluntary or involuntary, the balance of any cash or assets remaining shall be distributed pro rata among the holders of the outstanding Voting Common Stock and the holders of the outstanding Nonvoting Common Stock on a share for share basis.

(ii) A consolidation, merger or other similar reorganization of this corporation shall not be deemed to be a liquidation, dissolution or winding up of business for purposes of the proceeding paragraph.

(f) Amendment.

The provisions of this Article IV of the Articles of Incorporation may be amended or modified only by the unanimous vote of the holders of the Voting Common Stock of this corporation.

ARTICLE V

Existence of Corporation

This corporation shall have perpetual existence.

ARTICLE VI

Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 1408 North Westshore Blvd., Suite 800, Tampa, Florida 33609, and the initial registered agent of this corporation at such office shall be Joseph Vitello, Jr. 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) nor more than fifteen (15) members, 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 three (3) members, such members to hold office until their successors have been duly elected and qualify. The name and street address of each initial director are:

<u>Name</u>	<u>Address</u>
Daniel L. Titus	1408 N. Westshore Blvd., Suite 800 Tampa, Florida 33609
Bruce E. Titus	1408 N. Westshore Blvd., Suite 800 Tampa, Florida 33609
Joseph Vitello, Jr.	1408 N. Westshore Blvd., Suite 800 Tampa, Florida 33609

ARTICLE IX

Incorporator

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

<u>Name</u>	<u>Address</u>
Joseph Vitello, Jr.	1408 N. Westshore Blvd., Suite 800 Tampa, Florida 33609

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.

ARTICLE XII

Affiliated Transactions

The provisions of Section 607.0901, Florida Statutes, relating to affiliated transactions, shall be inapplicable to this corporation.

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



JOSEPH VITELLO, JR.

UNITED INSURANCE PROFESSIONAL, INC.

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, **JOSEPH VITELLO, JR.**, having been named 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 21st day of ^{July}~~April~~ 1997.



JOSEPH VITELLO, JR.

FILE
97 JUL 23 AM 10:19
TALLAHASSEE, FLORIDA