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August 19, 1997

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

Re: Tompkins Business Services, Inc.

400002274664--4
-08/22/97--01056--016
****122.50 ****122.50

Gentlemen:

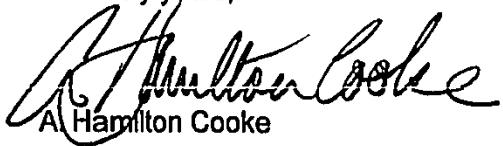
Enclosed for filing is the original Articles of Incorporation of Tompkins Business Services, Inc. Also enclosed is an extra copy of the signed Articles for the purpose of certification.

Finally, I enclose my check in the amount of \$122.50 in payment of the filing fee of \$35.00, the Registered Agent Designation fee of \$35.00, and the cost of a certified copy of the Articles of \$52.50.

Please return the certified copy to me at your earliest convenience.

Thank you for your assistance.

Sincerely yours,


A. Hamilton Cooke

AHC/mj
Enclosures
cc: Lee W. Tompkins, Jr.
(Letters:D-corp.lt)

97 AUG 22 PH 2:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

APC 8/22/97

ARTICLES OF INCORPORATION
OF
TOMPKINS BUSINESS SERVICES, INC.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporators of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation:

Article I - Name

The name of this corporation is **TOMPKINS BUSINESS SERVICES, INC.**

Article II - Duration

This corporation shall have perpetual existence.

Article III - Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

Article IV - Capital Shares

This corporation is authorized to issue a single class of common stock in an aggregate number of 1000 shares, having \$1.00 value per share, each share carrying the right of one vote.

Article V - Principal and Registered Office and Registered Agent

The street address of the principal office of the corporation is 11234 Portside Drive, Jacksonville, Florida 32234 and the address of the initial registered office of this corporation is 11234 Portside Drive, Jacksonville, Florida 32234 and the name of the initial registered agent at that address is Lee W. Tompkins, Jr.

Article VI - Initial Board of Directors

This corporation shall have two (2) directors initially. Thereafter, the number of directors may be either increased or decreased from time to time in the manner provided by the Bylaws, but shall never be fewer than one. The names and addresses of the initial directors of this corporation are:

| <u>Name</u> | <u>Address</u> |
|----------------------|--|
| Lee W. Tompkins, Jr. | 11234 Portside Drive Jacksonville, FL 32225 |
| Ramona D. Tompkins | 11234 Portside Drive Jacksonville, FL 32225 |

Article VII - Incorporators

The names and addresses of the persons signing these articles are:

| <u>Name</u> | <u>Address</u> |
|----------------------|--|
| Lee W. Tompkins, Jr. | 11234 Portside Drive Jacksonville, FL 32225 |
| Ramona D. Tompkins | 11234 Portside Drive Jacksonville, FL 32225 |

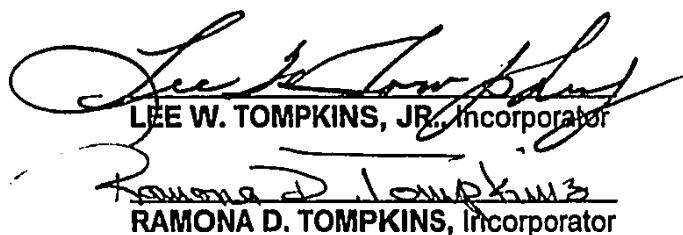
Article VIII - Indemnification

The corporation shall have the power to indemnify all officers and directors and former officers and directors to the fullest extent possible under Florida law or as may be more fully set forth in the by-laws.

Article IX - Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 15 day of August, 1997.



LEE W. TOMPKINS, JR., Incorporator
RAMONA D. TOMPKINS, Incorporator

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 15th day of
August, 1997 by Lee W. Tompkins, Jr. and Ramona D. Tompkins.

Evon M. Collins

Sign Name

Evon M. Collins

Print Name

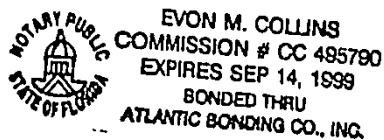
Notary Public, State of Florida

My Commission Expires: _____

(Please check appropriate statement)

Is personally known to me; or
 produced identification (specify type)

Type of identification produced: a current driver's
license; or other TS12-539-27-175-0
X 2000



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

In pursuance of Chapter 48.091 and 607.034, Florida Statutes, the following is submitted:

Tompkins Business Services, Inc., desiring to organize under the laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation, at Jacksonville, County of Duval, State of Florida, has named Lee W. Tompkins, Jr., 11234 Portside Drive, Jacksonville, County of Duval, State of Florida, Agent to accept service of process within this State.

Acknowledgment

Having been named to accept service of process for the above stated corporation, at such place designated in the Certificate, I hereby accept to act in this capacity, and to agree to comply with the provisions of said Act, relative to keeping open the above office.

DATED the 15th day of August, 1997.



LEE W. TOMPKINS, JR.

{Corporate: Tompkins, Art}

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SECRETARIAT OF STATE
TALLAHASSEE, FLORIDA

FILED