

**CORPORATE  
ACCESS,  
INC.**

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666. Fax (850) 222-1666

**P9700086538**

CERTIFIED COPY \_\_\_\_\_ CUS \_\_\_\_\_

PHOTO COPY \_\_\_\_\_  FILING Articles \_\_\_\_\_

1.) Panorama, Inc.  
(CORPORATE NAME & DOCUMENT #)

800002301238--0  
-09/23/97--01079--029  
\*\*\*\*245.00 \*\*\*\*122.50

2.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

3.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

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(CORPORATE NAME & DOCUMENT #)

10.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS \_\_\_\_\_

FILED  
97 OCT -7 PM 3:08  
TALLAHASSEE  
FLORIDA

RECEIVED  
97 SEP 23 AM 11:43  
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

September 23, 1997

CORPPRATE ACCESS INC.  
1116-D THOMASVILLE ROAD  
MOUNT VERNON SQ.  
TALLAHASSEE, FL 32303

SUBJECT: PANORAMA INC.  
Ref. Number: W97000021831

We have received your document for PANORAMA 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 a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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) 487-6934.

Loria Poole  
Corporate Specialist

Letter Number: 297A00047109

*Corrected*  
*10/7/97*  
DIVISION OF CORPORATIONS  
97693-75  
1:18

**ARTICLES OF INCORPORATION**

**OF**

**PANORAMA HOME SYSTEMS, INC.**

**ARTICLE I - NAME**

The name of this corporation shall be:

**PANORAMA HOME SYSTEMS, INC.**

**ARTICLE II - NATURE OF BUSINESS**

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

To engage in services and activities associated with decision-making in the public and private sector.

To engage in any other lawful business, to purchase, or otherwise acquire, and to own, mortgage, pledge, sell, convey, assign, transfer, or otherwise dispose of, and to invest in and hold real or personal property, of every class, kind, and description, and to otherwise engage in any legal business or activity permitted under the laws of the State of Florida and in all other States and counties.

To conduct said business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and license in the State of Florida and in all other States and counties.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages and transfers of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, mortgage, transfer, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, of any other corporation of the State of Florida or any other State or Government, and while owner of such stock to exercise all of the rights, powers, and privileges of ownership, including the right to vote such stock.

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

### **ARTICLE III - CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares at no par value.

### **ARTICLE IV - PREEMPTIVE RIGHT**

Holders of the common stock shall have the right to subscribe and purchase their pro rata shares of any new common stock which may be issued by the corporation.

### **ARTICLE V - TERM OF EXISTENCE**

This corporation is to exist perpetually.

### **ARTICLE VI - PRINCIPAL OFFICE**

The principal place of business and mailing address of the corporation shall be at 11570 San Jose Blvd., Suite 15 in Jacksonville, Florida 32223.

### **ARTICLE VII - INITIAL REGISTERED AGENT & ADDRESS**

The name and address of the initial registered agent is Robert E. McCormick of 1228 Willow Ct. in Jacksonville, Florida 32205.

### **ARTICLE VIII - DIRECTOR**

This corporation shall not have more than one (2) directors initially. The number of directors may be increased or diminished from time to time by ByLaws adopted by the stockholders.

### **ARTICLE IX - INITIAL DIRECTOR AND OFFICER**

The name and address of the Initial Director and Officers are:

<b>NAME</b>	<b>ADDRESS</b>
Robert E. McCormick D/P	1228 Willow Ct. Jacksonville, Florida 32205
Brian J. Dorrien D/NP/T/S	146 La Pasada Circle West Ponte Vedra Beach, Florida 32082

**ARTICLE X - INCORPORATOR**

The name and street address of the Incorporator of these Articles of Incorporation is:

NAME	ADDRESS
Robert E. McCormick	1228 Willow Ct. Jacksonville, Florida 32205

**ARTICLE XI - AMENDMENTS**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at stockholders' meeting by a majority of the stockholders entitled to vote thereon, unless all the Directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

**ARTICLE XII - SPECIAL PROVISION**

It is the intent of the incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code and that the corporation will file as a Subchapter S corporation.

**ARTICLE XIII - EFFECTIVE DATE**

These Articles of Incorporation shall be effective on the date of filing.

  
 \_\_\_\_\_  
 Robert E. McCormick  
 Incorporator


STATE OF FLORIDA  
COUNTY OF DUVAL

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in State and County named above to take acknowledgements, personally appeared Robert E. McCormick to me known to be the person described as subscribed in and executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above on this the 16th day of September, 1997.



RICHARD L. ROSS  
My Comm Exp. 6/05/2001  
Bonded By Service Ins  
No. CC653279  
 Personally Known  Other I.D.

  
 \_\_\_\_\_  
 Notary Public  
 My Commission Expires: 6/5/01

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

Pursuant to the provisions of section 607.051, 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.

The name of the corporation is:

Panorama Home Systems, Inc.

The name and address of the Registered Agent and Office is:

Robert E. McCormick  
11570 San Jose Blvd., Ste. 15  
Jacksonville, Florida 32223

SIGNATURE \_\_\_\_\_

Robert E. McCormick

TITLE \_\_\_\_\_

President

DATE \_\_\_\_\_

9-16-97

FILED  
SEC. OF STATE  
TALLAHASSEE, FLORIDA

97 OCT -7 PM 3:08

**FILED**

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 \_\_\_\_\_

Robert E. McCormick

DATE \_\_\_\_\_

9-16-97