

P97000104447



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 629723 7112600

AUTHORIZATION :

Patricia Pajito

COST LIMIT : \$ 70.00

ORDER DATE : December 10, 1997

ORDER TIME : 10:55 AM

ORDER NO. : 629723-005

CUSTOMER NO: 7112600

CUSTOMER: Ms. Janet Cillo
MCINTYRE & CILLO

800002369268--6

191 Woodport Road

Sparta, NJ 07871

RECEIVED

97 DEC 11 AM 11:31

DIVISION OF CORPORATION

DOMESTIC FILING

NAME: MAINSTAY IT GROUP, INC.

EFFECTIVE DATE:

EFFECTIVE DATE
1-1-98

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 DEC 11 PM 1:48

FILED

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:

Dmc 12/11/97

ARTICLES OF INCORPORATION

OF

MAINSTAY IT GROUP, INC.

FILED

97 DEC 11 PM 1:48

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

1-1-98

The undersigned does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is MAINSTAY IT GROUP, INC.

SECOND: The address of the principal office of this corporation shall be 632 Millers Dam Court, Ponte Vedra Beach, Florida 32082, and the mailing address of the corporation shall be the same.

THIRD: The number of shares that the corporation is authorized to issue is 100, all of which are without par value and are of the same class and are Common shares.

FOURTH: 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.

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

CORPORATION SERVICE COMPANY

1201 Hays Street

Tallahassee, Florida 32301

SIXTH: Each share of the corporation shall entitle the holder thereof to a preemptive right, for a period of thirty days, to subscribe for, purchase, or otherwise acquire any shares of the same class of the corporation or any equity and/or voting shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of the same class of the corporation or of equity and/or voting shares of any class of the corporation or for the purchase of any shares, bonds, securities, or obligation of the corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase, or otherwise acquire unissued shares of the same class of the corporation or equity and/or voting shares of any class of the corporation, whether now or hereafter authorized or created, and whether the proposed issue, reissue, or grant is for cash, property, or any other lawful considerations; and after the expiration of said thirty days, and all of such shares, rights, options, bonds, securities, or obligations of the corporation may be issued, reissued, or granted by the Board of Directors, as

the case may be, to such individuals and entities, and for such lawful considerations, and on such terms, as the Board of Directors in its discretion may determine. As used herein, the terms "equity shares" and "voting shares" shall mean, respectively, shares which confer unlimited dividend rights and shares which confer unlimited voting rights in the election of one or more directors.

SEVENTH: 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, and to act as a business and computer consulting firm.

EIGHTH: The duration of the corporation shall be perpetual. The corporate existence of the corporation shall begin on January 1, 1998.

NINTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

TENTH: Whenever the corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provision of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on December 11, 1997.

CORPORATION SERVICE COMPANY

By: Gail Shelby

Gail Shelby, As Agent

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: _____

Gail Shelby, As Agent

FILED
97 DEC 11 PM 1:48
SECRETARY OF STATE
TALLAHASSEE FLORIDA

das