

**P98000002273**  
 C.E.S.I.

Requestor's Name  
 132 Dublin Dr  
 Address  
 Lake Mary FL 32746  
 City/State/Zip Phone #

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #) **500002393125--1**  
-11/20/298-01097-008 \*\*\*\*\*70.00 \*\*\*\*\*70.00
2. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
3. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
4. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)

- Walk in       Pick up time \_\_\_\_\_       Certified Copy  
 Mail out       Will wait       Photocopy       Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

**FILED**  
 98 JAN -7 AM 10: 24  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

Examiner's Initials **YJM-1/9/98**

FILED  
98 JAN -7 AM 10:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

That the undersigned, Gordon R. Butler, whose post office address is 132 Dublin Drive, Lake Mary, Florida 32746, being at least eighteen (18) years of age, does hereby form a corporation under the general laws of the State of Florida, and for such purpose does hereby make, execute and adopt the following Articles of Incorporation:

ARTICLE I: The name of this corporation is (which is hereinafter called the corporation) shall be:

THE BUTLER, TPA Services, Inc.

ARTICLE II: The principal post office for the transaction of business of this corporation shall be located in the County of Seminole, State of Florida at 1736 CR 427, Longwood, Florida 32750. Gordon R. Butler shall be designated as the statutory resident agent of the corporation for the State of Florida. His address is 132 Dublin Drive, Lake Mary, Florida 32746.

ARTICLE III: The general purposes for which this corporation is formed, and the business and objects to be carried on and promoted by it, are as follows:

(a) To provide consulting, surveys, assessments and re-employment services to the insurance community and the general public.

(b) To engage in or carry on any other business which may conveniently be conducted in conjunction with any of the business of this corporation and in general to do any and all things and exercise any and all powers which may now or hereafter be lawful for this corporation to do or exercise under and in pursuance of the laws of the State of Florida.

For the general purposes aforesaid, this corporation shall have the following powers:

(a) To operate, maintain, buy, own, construct, improve, sell, convey, assign, mortgage or lease any real estate and any personal property necessary or incident to the furtherance of the business of this corporation:

(b) To borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business, to secure the same by mortgage, deed of trust, pledge, or other lien:

(c) To enter into any kind of activity, and to perform and carry out contracts of any kind necessary to, or in conjunction with, or incidental to the accomplishment of the purposes of this corporation:

(d) Insofar as permitted by law, to do any other thing that will promote the business of the corporation.

The foregoing enumeration of specific powers shall not be deemed to limit or restrict in any manner the general powers of this corporation, and the enjoyment of the exercise thereof, as conferred by the General Laws of the State of Florida.

ARTICLE IV: The total number of shares of stock which this corporation has authority to issue is Ten Thousand (10,000) shares of the par value of One Dollar (\$1.00) a share, all of one class, and having an aggregate per value of Ten Thousand Dollars (\$10,000.00). The authorized stock of this corporation shall be common stock.

ARTICLE V: The number of Directors of the Corporation shall be three (3) which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three, provided that:

1) If there is no stock outstanding, the number of directors may be less than three but not less than one: and

2) If there is stock outstanding and so long as there are less than three stockholders, the number of directors may be less than three but not less than the number of stockholders.

The names and addresses who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
Gordon R. Butler	132 Dublin Drive Lake Mary, Florida 32746
Kerri S. Widmer	2100 Mesa Valley Way, #302 Austell, Georgia 30001
Ron Borchardt	341 Grand Valley Drive Lake Mary, Florida 32746

ARTICLE VI: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

b) The Board of Directors of the Corporation may classify or reclassify any unissued stock by setting or changing in any one or more respects, from time to time before issuance of such stock, the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms of conditions of redemption of such stock,

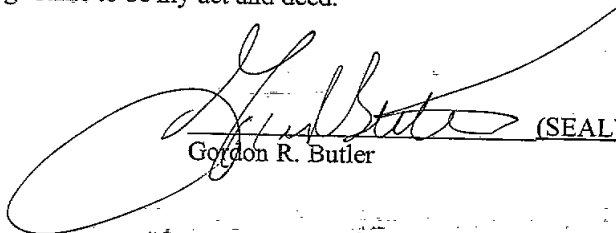
c) The Corporation reserves the right to amend its Charter so that such amendment may alter the contract rights, as expressly set forth in the Charter, of any outstanding stock, and any objecting stockholder whose rights may or shall be thereby substantially adversely affected shall not be entitled to demand and receive payment of the face value of his stock.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other articles of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Florida now or hereafter in force.

ARTICLE VII: Except as may otherwise be provided by the Board of Directors, no holder of any shares of the capital stock of the Corporation shall have any preemptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

ARTICLE VIII: The period of existence and duration of the life of this Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 30<sup>th</sup> day of December, 1997 and acknowledge same to be my act and deed.

  
\_\_\_\_\_  
Gordon R. Butler (SEAL)

**CERTIFICATE OF DESIGNATION OF  
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: **THE BUTLER, TPA Services, Inc.**
2. The name and address of the registered agent and office is :

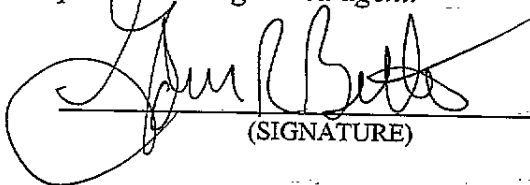
**Gordon R. Butler**  
(NAME)

**132 Dublin Drive**  
(P.O. Box or Mail Drop Box NOT Acceptable)

**Lake Mary, Florida 32746**  
(CITY/STATE/ZIP)

98 JAN -7 AM 10:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
**FILED**

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in tis certificate, I hearby 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)

*1/6/98*  
\_\_\_\_\_  
(DATE)