

P 98000018415

D. Bourassa
Requestor's Name
5515 Duval St
Address
Pensacola, FL 32503
City/State/Zip
(850) 474-9100
Phone #

FILED
98 FEB 25 PM 3:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

1. GLARUS MANAGEMENT SYSTEMS, INC.
(Corporation Name) (Document #) 500002440915--8
2. _____
(Corporation Name) (Document #) 02/25/98 01079--007
****367.50 ****122.50
3. _____
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<input checked="" 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

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DIVISION OF CORPORATION

P. Hall

FEB 25 1998

Examiner's Initials

**ARTICLES OF INCORPORATION
OF
GLARUS MANAGEMENT SYSTEMS, INC⁹⁸**

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FEB 25 PM 3:05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, being all natural persons competent to contract, do hereby make, subscribe, acknowledge, and file these Articles for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation shall be Glarus Management Systems, Inc.

ARTICLE II - DURATION

The corporation shall have perpetual existence, commencing on the date of filing of these Articles of Incorporation in the Office of the Secretary of State of the State of Florida.

ARTICLE III - PURPOSES

This corporation is organized for the purpose of transacting any and all lawful business, both within and without the State of Florida. Additionally the general nature of the business or businesses to be transacted shall be:

- (a) To engage in the business of management consultation, business planning, training, continued education and sales of business systems.
- (b) To own real and personal property, and to use, operate, maintain, remodel, and improve, and generally deal with and in the same, and any appurtenances convenient, desirable, or necessary in the conduct and operation of the lawful business of the corporation.
- (c) To do all and everything necessary or proper for the accomplishment of the objects and purposes of the corporation, as determined by the corporation's Board of Directors in its discretion and consistent with the laws of the State of Florida, or as necessary or incidental to the protection and benefit of the corporation, and in general to carry out any lawful business,

regardless of whether such business is similar in nature to the objects as set forth herein, and in any part of the world, either as principal, agent, contractor, or otherwise, and either alone or in conjunction with any other persons, firms, associations, corporations, or other entities, both within and without the State of Florida, to the same extent as natural persons lawfully might or could do, insofar as acts may be permitted to be done by a corporation organized under the laws of the State of Florida.

ARTICLE IV – CAPITAL STOCK

This corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of common stock, each share of the par value of One Dollar (\$1.00). No shares without nominal or par value shall be issued.

ARTICLE V - DILUTION

Every shareholder, upon the sale for cash of any authorized and unissued stock of this corporation, shall have the right to purchase a pro rata share thereof, as nearly as may be done without issuance of fractional shares, at the price at which it is offered to others.

ARTICLE VI – VOTING RIGHTS

Every share of common stock shall be entitled to equal voting rights, one (1) vote per share. At each election for directors, every shareholder entitled to vote at such election shall have the right to accumulate his vote by giving one candidate as many votes as the number of directors to be elected at that time, multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE VII – REGISTERED OFFICE

The principle place of business of this corporation is at 5515 Duval Street, Suite C, Pensacola, Escambia County, Florida. The name of the initial

registered agent of this corporation is David C. Bourassa, whose address is 4986 Springhill Drive, Pensacola, Florida 32503.

ARTICLE VIII - BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be increased or diminished from time to time as provided in the by-laws of the corporation. The name and address of the initial director of this corporation is: David C. Bourassa, 4986 Springhill Drive, Pensacola, Florida 32503. The person named as initial director shall hold office and serve as director until the first annual meeting of shareholders or until a successor is elected or appointed and have qualified, whichever occurs first.

ARTICLE IX - INCORPORATOR

The name and addresses of the persons signing these Articles of Incorporation as the Incorporator is: David C. Bourassa, 4986 Springhill Drive, Pensacola, Florida 32503.

ARTICLE X - AMENDMENT

These Articles of Incorporation may be amended upon receiving the affirmative vote of the holders of two-thirds of the shares then outstanding at any regular or special meeting of the stockholders upon advance notice given of the changes to be made in accordance with the by-laws of the corporation. Upon approval by the Secretary of the State of the State of Florida, any such amendment shall become and be taken as part of the original Articles of Incorporation.


ARTICLE XI - BY-LAWS

The power to adopt, alter, amend or repeal the by-laws of the corporation shall be vested in the Board of Directors.

ARTICLE XII - CORPORATE POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, Chapter 607, Florida Statutes, as such chapter exists or may hereafter be amended.

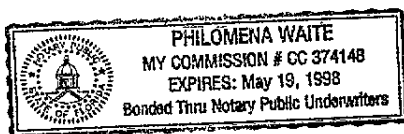
IN WITNESS WHEREOF, we have hereunto set our hands and seals this 25th day of February, 1998.

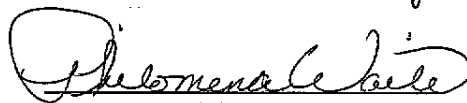

David C. Bourassa

STATE OF FLORIDA
COUNTY OF ESCAMBIA

Before the subscriber, a notary public in and for said state and county, personally appeared David C. Bourassa, known to me, and known to me to be the individual described by said name in and who executed the foregoing Articles of Incorporation of Glarus Management Systems, Inc., and he acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth.

GIVEN under my hand and official seal this 25 day of February, 1998.




Notary Public
State of Florida At Large
My Commission Expires
5/19/98

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

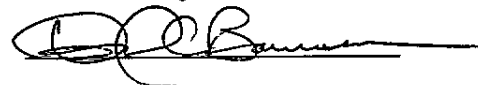
In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted: That Glarus Management Systems, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 5515 Duval Street, Suite C, Pensacola, Escambia County, Florida, has named David C. Bourassa, a resident of Escambia County, Florida, whose address is 4986 Springhill Drive, Pensacola, Florida 32503, as its agent to accept service of process within Florida.

Glarus Management Systems, Inc.



By: David C. Bourassa

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



By: David C. Bourassa