

P98000065570



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 899047 103341A

AUTHORIZATION :

Patricia Pijoto

COST LIMIT : \$ 70.00

ORDER DATE : July 21, 1998

ORDER TIME : 2:04 PM

ORDER NO. : 899047-005

CUSTOMER NO: 103341A

CUSTOMER: Robert Saunooke, Esq
ROBERT SAUNOOKE, ESQ

P. O. Box 2045

Cherokee, NC 28719

200002594562--5

DOMESTIC FILING

NAME: EMPLOYER'SCOMP, INC.

EFFECTIVE DATE:

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: Christopher Smith

EXAMINER'S INITIALS:

624
W98-116625

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 21 AM 11:42

DIVISION OF
CORPORATIONS
98 JUL 21 11:23:37
27/98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 21 AM 11:42

July 22, 1998

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: EMPLOYER'SCOMP, INC.
Ref. Number: W98000016625

RESUBMIT

Please give original
submission date as file date.

We have received your document for EMPLOYER'SCOMP, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The document must have original signatures.

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) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 398A00038717

FILED
98 JUL 27 PM 8:29
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF

Employer'sComp, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 21 AM 11:42

The undersigned natural persons, each more than twenty-one years of age, hereby establish a business corporation pursuant to the statutes of Florida and adopt the following Articles of Incorporation:

ARTICLE I

The name of the Corporation is Employer'sComp, Inc.

ARTICLE II

The Corporation shall have perpetual existence.

ARTICLE III

The nature, objects and purposes of the business to be transacted, promoted or carried on by the Corporation are to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida, including but not limited to the development and marketing of any and all products authorized by law in the State of Florida and throughout the United States.

In furtherance of the foregoing purpose, the Corporation shall have and may exercise all of the rights, powers and privileges now or hereafter conferred upon business corporations organized under the laws of Florida. In addition, it may do everything necessary, suitable or proper for the accomplishment of any of its corporate purposes.

The Corporation may conduct part or all of its business in any part of Florida, of the United States, or of the world. It may hold, purchase, mortgage, lease and convey real and personal property in any such places.

ARTICLE IV

The aggregate number of shares which the Corporation shall have authority to issue is one-hundred thousand (100,000). Each share shall have no par value. All of the stock of the Corporation shall be of the same class, common.

The preferences, limitations and relative rights of each class of shares, and the express grant of authority to the Board of Directors to amend these Article of Incorporation to divide the Stock into series, to establish and modify the preferences, limitations and relative rights of each share of Stock, and to otherwise impact the capitalization of the corporation, subject

to certain limitations and procedures and as permitted by Florida law, are as follows:

1. Voting Rights. Each shareholder of record shall have one (1) vote for each share of stock standing in his name on the books of the Corporation and entitled to vote on each matter detailed in the By-Laws of the corporation. Cumulative voting shall not be allowed in the election of directors or for any other purpose.

2. Partial Liquidation. The Board of Directors may from time to time distribute to the shareholders in partial liquidation, out of stated capital or capital surplus of the Corporation a portion of its assets, in cash or property, subject to the limitations contained in the statutes of Florida.

3. Liquidation Rights. After payment or provision for payment of the debts and other liabilities of the corporation, upon any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the corporation, the holders of Common Stock then outstanding shall be entitled to receive all of the assets and funds of the corporation remaining and available for distribution. Such assets and funds shall be divided among and paid to the holders of Common Stock, on a pro-rata basis, according to the number of shares of Common Stock held by them.

The Corporation shall not commence business until consideration of the value of at least One Thousand Dollars (\$1,000) has been received for the issuance of shares.

4. Stated Value of Shares. Shares of the Corporation not having a par value shall be issued for such consideration expressed in dollars as may be fixed from time to time by the vote of directors.

5. Capital Investment. The Board of Directors shall have the authority to demand capital investments in the company through a capital call requiring a pro rata contribution to the company for each share held in a shareholders name. Individual shareholders shall have the right to return stock to the corporation in lieu of payment under the capital call.

ARTICLE V

Registered Office and Agent. The name and address of the initial registered agent and the initial registered office of the Corporation are:

Agent: Robert O. Saunooke

Office: 2435 Gulf Gate Drive
Sarasota, Florida 34231

ARTICLE VI

Principle Office. The principal office and mailing address of the corporation shall be as follows:

1935 Tinker Drive
Lutz, FL 33549

ARTICLE VII

The initial Board of Directors shall consist of the following:

<u>Name</u>	<u>Address</u>
Geoffrey M. Saunooke President	1935 Tinker Drive Lutz, Florida 33549
Osley B. Saunooke Secretary/Treas.	2435 Gulf Gate Drive Sarasota, Florida 34231

ARTICLE VIII

No director of this corporation shall have any personal liability to this corporation or its shareholders for monetary damages for breach of his/her fiduciary duty owed to the corporation or its shareholders; except that, in no case is the liability of a director eliminated in the following manner and under the following circumstances:

(i) For any breach of the director's duty of loyalty to the corporation or its shareholders;

(ii) For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law;

(iii) For any transaction from which the director derives an improper personal benefit.

ARTICLE IX

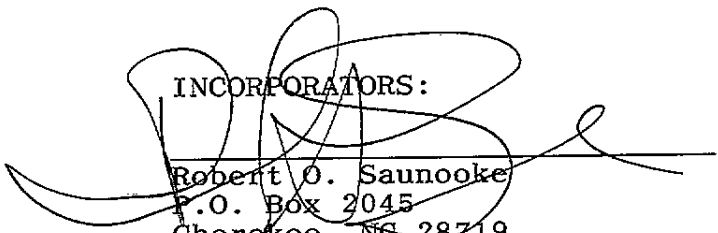
The name and address of the incorporators are shown below.

Robert O. Saunooke	P.O. 2045 Cherokee, NC 28719
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 21 AM 11:42

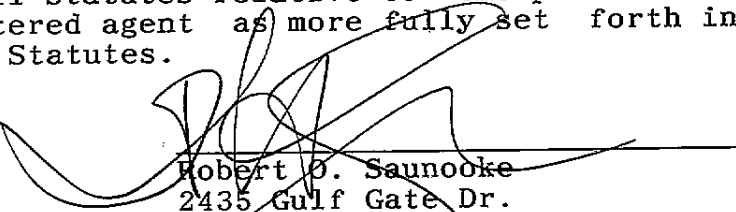
Under the penalty of perjury, the undersigned declares that they have examined these Articles and to the best of their knowledge and belief, they are true, correct and clear. These Articles of Incorporation executed this 21st day of July 1998 1998.

INCORPORATORS:


Robert O. Saunooke
P.O. Box 2045
Cherokee, NC 28719

REGISTERED AGENT ACKNOWLEDGMENT

The undersigned, being named to accept service of process for the above stated corporation at the place designated below, hereby accepts and agrees to act in this capacity, and to comply with the provisions of all statutes relative to the performance of the duties of a registered agent as more fully set forth in Sections 607.0501 Florida Statutes.


Robert O. Saunooke
2435 Gulf Gate Dr.
Sarasota, FL 34231