



ACCOUNT NO. : 072100000032

REFERENCE : 939337 4656E

AUTHORIZATION : *Patricia Kuyatt*

COST LIMIT : \$ 122.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 25 AM 11:51

ORDER DATE : August 25, 1998

ORDER TIME : 11:51 AM

ORDER NO. : 939337-005

CUSTOMER NO: 4656E

CUSTOMER: Michele J. Turton, Legal Asst
GREENBERG TRAURIG HOFFMAN
LIPOFF ROSEN & QUENTEL
Suite 2050
111 North Orange Avenue
Orlando, FL 32801

RECEIVED
98 AUG 25 PM 2:51
DIVISION OF CORPORATION

DOMESTIC FILING

NAME: ACQUISITION PARTNERS II, INC.

EFFECTIVE DATE:

700002624797--6

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Bryant

EXAMINER'S INITIALS:

2555
W98-19469
167-2555

ga
9/1/98

FILE 1ST



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 25 AM 11:51

August 31, 1998

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

RESUBMIT

Please give original
submission date

SUBJECT: ACQUISITION PARTNERS II, INC.
Ref. Number: W98000019469

We have received your document for ACQUISITION PARTNERS II, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

You failed to make the correction(s) requested in our previous letter.

The registered agent and street address must be consistent wherever it appears in your document.

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: 298A00044764

RECEIVED
98 SEP - 1 AM 8:50
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 25 AM 11:51

August 26, 1998

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

RESUBMIT

Please give original
submission date as file date.

SUBJECT: ACQUISITION PARTNERS II, INC.
Ref. Number: W98000019469

We have received your document for ACQUISITION PARTNERS II, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The registered agent and street address must be consistent wherever it appears in your document.

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: 598A00044174

RECEIVED
98 AUG 28 PM 2:45
DIVISION OF CORPORATION

**ARTICLES OF INCORPORATION
OF
ACQUISITION PARTNERS II, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 25 AM 11:51

ARTICLE I - NAME

The name of this corporation is **ACQUISITION PARTNERS II, INC.**

ARTICLE II - INITIAL PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the initial principal place of business of the corporation 3001 N. Rocky Point Drive East, Suite 200, Tampa, FL 33607. The initial mailing address of the corporation is 3001 N. Rocky Point Drive East, Suite 200, Tampa, FL 33607.

ARTICLE III - AUTHORIZED SHARES

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is 5,000,000 shares of common stock having a par value of \$.0001 per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation 3001 N. Rocky Point Drive East, Suite 200, Tampa, FL 33607, and the initial registered agent of the corporation at that address is Riverson S. Leonard.

ARTICLE V - INCORPORATOR

The name and address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
Alexander F. Hern	3001 N. Rocky Point Drive East Suite 200 Tampa, FL 33607

ARTICLE VI - INDEMNIFICATION

The corporation shall, to the fullest extent permitted by the laws of Florida, including, but not limited to Section 607.0850 of the Florida Business Corporation Act, as the same may be amended and supplemented from time to time, indemnify any and all directors and officers of the corporation.

IN WITNESS WHEREOF, the undersigned does hereby execute this instrument
this 18th day of August, 1998.

By: 

Alexander F. Hernandez
Incorporator

**FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Section 48.091 and Section 607.0501, Florida Statutes, the following is submitted:

That **Acquisition Partners II, Inc.**, desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 3001 N. Rocky Point Drive East, Suite 200, Tampa, Florida 33067, has named Riverson S. Leonard as its agent to accept service within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the Corporation named above, at the place designated in this certificate, I agree to act in that capacity and to comply with the provisions of the Florida Business Corporation Act, relative to the proper and complete performance of my duties as registered agent.

Date: 8/18, 1998


Riverson S. Leonard, Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 25 AM 11:51