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LAW OFFICES OF  
JONATHAN W. SHIRLEY, P.A.  
ATTORNEY AND COUNSELOR AT LAW  
171 CIRCLE DRIVE  
MAITLAND, FLORIDA 32751

JONATHAN W. SHIRLEY  
ADMITTED IN FLORIDA,  
WEST VIRGINIA &  
VIRGINIA

TELEPHONE (407) 629-8333  
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August 28, 1998

Via US Postal Service Express Mail

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32301

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Attention: New Filing Section

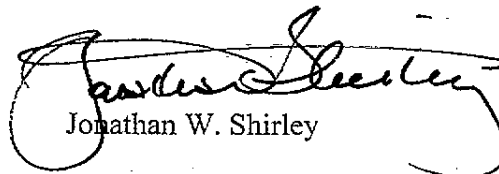
Re: Articles of Incorporation of Applied Total Integrated Business Solutions, Inc.

Gentlemen:

Enclosed are two original copies of the Articles of Incorporation of Applied Total Integrated Business Solutions, Inc., together with our firm's check in the amount of \$122.50 in payment of the \$35.00 filing fee, \$35.00 fee for designation of registered agent and \$52.50 certified copy fee. Once the Articles of Incorporation have been filed, the certified copy should be returned to this office.

If you have any questions, please contact me.

Sincerely,

  
Jonathan W. Shirley

JWS/g  
Enclosures

APPROVED  
AND  
FILED  
98 AUG 31 AM 7:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. BROCK SEP 8 1998

**ARTICLES OF INCORPORATION**  
**OF**  
**APPLIED TOTAL INTEGRATED BUSINESS SOLUTIONS, INC.**

The undersigned, acting as incorporator of this Corporation pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such Corporation:

**ARTICLE I - NAME OF CORPORATION**

The name of this Corporation shall be Applied Total Integrated Business Solutions, Inc.

**ARTICLE II - DATE OF EXISTENCE**

This Corporation shall exist perpetually commencing on the date of execution of these Articles of Incorporation.

**ARTICLE III - PRINCIPAL OFFICE**

The principal office of this Corporation shall be located at 4624 Creekview Lane, Oviedo, Florida 32765.

**ARTICLE IV - CAPITAL STOCK**

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is One Thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

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AND  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE V - INITIAL REGISTERED OFFICE  
AND REGISTERED AGENT**

The initial street address of the registered office of this Corporation in the State of Florida shall be 171 Circle Drive, Maitland, Florida 32751. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Corporation at that address is Jonathan W. Shirley. The Board of Directors may from time to time designate a new registered agent.

**ARTICLE VI - INCORPORATOR**

The name and address of the incorporator of this Corporation is:

| <u>Name</u>         | <u>Address</u>                              |
|---------------------|---|
| Jonathan W. Shirley | 171 Circle Drive<br>Maitland, Florida 32751 |

**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

- A. The initial number of directors of this Corporation shall be five (5).
- B. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but shall never be less than one (1).
- C. The names and addresses of the initial members of the Board of Directors, who shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, are:

| <u>Name</u>    | <u>Address</u>                               |
|----------------|--|
| Richard DiTore | 4624 Creekview Lane<br>Oviedo, Florida 32765 |

Patricia Valdez

4204 Plymouth & Sorrento Road  
Apopka, Florida 32712

Randy Wilcox

877 Silversmith Circle  
Lake Mary, Florida 32746

Don Mick

4954 Pleasant Hill  
Kissimmee, Florida 34759

Jonathan W. Shirley

171 Circle Drive  
Maitland, Florida 32751

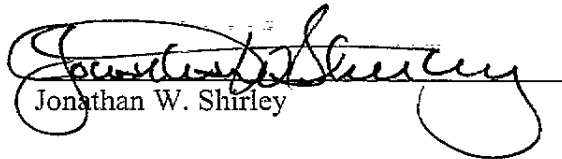
#### **ARTICLE VIII - INDEMNIFICATION**

This Corporation may indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

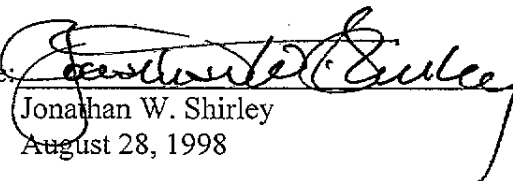
#### **ARTICLE IX - STOCK RESTRICTION AGREEMENTS**

Agreements among this Corporation's shareholders or between this Corporation and its shareholders may include the following as valid matters of contract: (1) reasonable restrictions upon the transferability or assignment of the shares of stock of this Corporation; (2) obligations, or first refusal rights, to redeem or purchase shares of stock of this Corporation prior to a transfer or assignment of such shares; and (3) the manner in which the shareholders of this Corporation will vote their shares of stock of this Corporation; provided, however, that such agreements shall be made in accordance with the provisions of Sections 607.0731 and 607.0627 of the Florida Statutes. The Board of Directors is specifically authorized to approve agreements between this Corporation and its shareholders made in accordance with the provisions of Sections 607.0731 and 607.0627 of the Florida Statutes. Copies of any stock restriction agreement between this Corporation and its shareholders shall be maintained at the principal office of this Corporation.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Oviedo, Florida, this 28th day of August, 1998.

  
Jonathan W. Shirley

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.

Signature:   
Jonathan W. Shirley  
Date: August 28, 1998

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