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PLEASE REPLY TO:

JACKSONVILLE OFFICE

JOHN S. BALL  
JULIE EXUM BREUER  
EVA L. DANEKER  
ROBERT A. DAWKINS  
MICHAEL W. FISHER  
BEVERLY H. FURTICK  
JENNIFER R. JUNKER  
JOHN E. LAWLOR, III  
MICHAEL R. LEAS  
ROBERT N. MILLER  
MARY A. ROBISON  
CLAY B. TOUSEY, JR.

December 14, 1998

*P98000105706*

Division of Corporations  
Corporate Records Bureau  
Department of State  
409 East Gaines Street  
Tallahassee, Florida 32399

EFFECTIVE DATE  
*12-10-98*

FILED  
RECEIVED  
DIVISION OF CORPORATIONS  
98 DEC 18 PM 4:10

Re: Articles of Incorporation - JOBS.NET, INC.

Dear Sir/Madam:

500002715955-52  
-12/18/98--01062--002  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Enclosed are the following items:

1. The original and one copy of the Articles of Incorporation of JOBS.NET, INC.
2. The original and one copy of Registered Agent's Certificate.
3. A check made payable to the Department of State in the amount of \$78.75 in payment of the filing fee required for the Articles and the fee required for providing a certified copy thereof.

Please file the Articles of Incorporation and certify the enclosed copy of the Articles and return them to me. Please note, Article VIII of the Articles of Incorporation provides for a retroactive filing date of December 10, 1998. Thank you for your assistance.

Sincerely,

*Jennifer L. Gill*  
Jennifer L. Gill,  
Legal Assistant

Enclosures

114050

**ARTICLES OF INCORPORATION**

**OF**

**JOBS.NET, INC.**

**EFFECTIVE DATE**  
**12-10-98**

**FILED**  
**SECRETARY OF STATE**  
**DIVISION OF CORPORATIONS**  
**98 DEC 18 PM 4:16**

The undersigned, desiring to form a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

**ARTICLE I: NAME**

The name of the corporation is **JOBS.NET, INC.**

**ARTICLE II: PRINCIPAL OFFICE OR MAILING ADDRESS**

The principal office of the corporation is located at, and the mailing address of the corporation is, 2032-4 Southside Boulevard, Jacksonville, FL 32216.

**ARTICLE III: CAPITAL STOCK**

(a) Authorized Shares. The total number of shares that may be issued by the corporation is 100,000 having a par value of \$.10 per share. Each of the shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the shareholders. All or any part of the capital stock may be paid for in cash or in property at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid fully for and shall be nonassessable.

(b) Capital Stock. The capital of the corporation shall be at least equal to the sum of the aggregate par value of all issued shares having par value, plus such amounts as, from time to time, by resolution of the Board of Directors, may be transferred thereto.

(c) Corporate Liquidation and Dissolution. In the event of voluntary or involuntary liquidation, dissolution or winding up of the corporation, the holders of record of the common stock shall be entitled to receive distribution, ratably, of the remaining assets of the corporation.

(d) Preemptive Rights. Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares held by such Shareholder at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting such

shareholder to exercise such preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

(e) Cumulative Voting. Cumulative voting shall not be permitted.

(f) Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

#### **ARTICLE IV: INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 2032-4 Southside Boulevard, Jacksonville, Florida 32216, and the name of the initial registered agent of this corporation at that address is Jerry G. Albert.

#### **ARTICLE V: INCORPORATOR**

The name and street address of the incorporator of this corporation are:

Jerry G. Albert

2032-4 Southside Boulevard  
Jacksonville, Florida 32216

#### **ARTICLE VI: DIRECTORS**

(a) Number. The corporation shall have three (3) directors initially. The number of directors may be increased or decreased from time to time by bylaws adopted by the shareholders.

(b) Initial Board of Directors. The name and address of the initial board of directors until the first annual meeting of the shareholders, are as follows:

Jerry G. Albert

2032-4 Southside Boulevard  
Jacksonville, Florida 32216

Cheryl L. Summers

8187 Sabal Oak Lane  
Jacksonville, Florida 32256

Gilbert O. Spruance

320 Sea Moss Lane  
Ponte Vedra Beach, Florida 32082

(c) Compensation. The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

(d) Indemnification. The Board of Directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

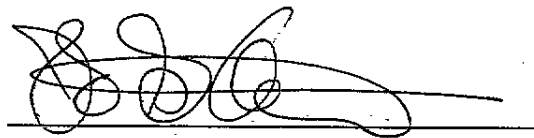
#### ARTICLE VII: BYLAWS

The initial Bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of Directors, but the Board of Directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

#### ARTICLE VIII: DURATION

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five (5) business days thereafter, corporate existence shall commence upon filing by the Department of State.

IN WITNESS WHEREOF, I have made, signed and hereby acknowledge these Articles of Incorporation this 10 day of DECEMBER, 1998.

A handwritten signature in black ink, appearing to read "Jerry G. Albert", written over a horizontal line.

Jerry G. Albert

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

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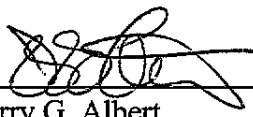
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 DEC 18 PM 4:16

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That **JOBS.NET, Inc.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Certificate of Incorporation, at City of Jacksonville, County of Duval, State of Florida, has named Jerry G. Albert, located at 2032-4 Southside Boulevard, Jacksonville, Florida 32216, Jacksonville, County of Duval, State of Florida, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT: (MUST BE DESIGNATED AGENT)**

Having been named to accept service of process for the above-stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

  
\_\_\_\_\_  
Jerry G. Albert  
(Resident Agent)