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January 27, 1999

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(407) 898-8993

TRANSMITTAL LETTER

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Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

SUBJECT: COMPUTER SYSTEMS FOR PROFESSIONALS, INC.

Dear Sir or Madam:

Enclosed is an original and one (1) copy of the articles of incorporation, a certificate of designation of registered agent, and our check for ~~\$70.00~~ 78.75.

FROM: Larry P. Studer, Esquire  
630 North Bumby Avenue, Suite 210  
Orlando, Florida 32803  
(407) 894-9009  
As attorney for incorporators

cc: Mr. Richard W. Roberts

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ARTICLES OF INCORPORATION  
OF  
COMPUTER SYSTEMS FOR PROFESSIONALS, INC.

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The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I — NAME

The name of this corporation is COMPUTER SYSTEMS FOR PROFESSIONALS, INC.

ARTICLE II — DURATION

The duration of this corporation is to be perpetual.

ARTICLE III — PURPOSE AND POWERS

Section 1. The purposes for which the corporation is organized is to engage in any activity which may promote the interests of the corporation or enhance the value of its property, to the fullest extent permitted by law. The corporation is authorized to conduct its business and carry out that purpose in any state, territory, district, or possession of the United States or in any foreign country, to the extent not forbidden by law.

Section 2. This corporation shall have all the powers granted to business corporations under the laws of the State of Florida, except such powers as are inconsistent with the express provisions of these Articles of Incorporation.

ARTICLE IV — CAPITAL STOCK

The aggregate number of shares of stock that this corporation shall have authority to issue is 1,000 shares with a par value of \$1.00 per share. Such shares shall be of a single class of common stock.

ARTICLE V — PREEMPTIVE RIGHTS

Section 1. Statements of Preemptive Rights. Each holder of shares in this corporation shall have the first right to purchase shares (and securities convertible into shares) of 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

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ratio that the number of shares he holds 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 him to exercise his preemptive rights.

Section 2. Prohibition of Issue of Shares for Other Than Money. Shares in this corporation shall not be issued for consideration other than money or in payment of a debt of the corporation, without the unanimous consent of all the shareholders.

## ARTICLE VI - REGULATION OF CORPORATION'S INTERNAL AFFAIRS

Section 1. Meetings of Shareholders and Directors. Meetings of the shareholders and directors of this corporation may be held either within or without the State of Florida at such place or places as may from time to time be designated in the bylaws or by resolution of the board of directors.

Section 2. Bylaws. The initial bylaws of this corporation shall be adopted by its board of directors. The power to amend or repeal the bylaws or to adopt a new set of bylaws shall be in the shareholders, and the affirmative vote of the holders of a majority of the shares outstanding shall be necessary to exercise that power. The bylaws may contain any provisions for the regulation and management of this corporation which are consistent with the laws of the State of Florida and these articles of incorporation.

Section 3. Contracts in Which Directors Have an Interest. No contract or other transaction of this corporation with any person, firm or corporation or no contract or other transaction in which this corporation is interested shall be invalidated or affected by (a) the fact that one or more of the directors of this corporation is interested in or is a director or officer of another corporation, or (b) the fact that any director, individually or jointly with others, may be a party to or may be interested in the contract or transaction; and each person who may become a director of this corporation is hereby relieved from any liability that might otherwise arise by reason of his contracting with this corporation for the benefit of himself or any firm, or corporation in which he may be interested.

## ARTICLE VII — DIRECTORS

Section 1. Board of Directors. The management of this corporation shall be vested in a board of directors which shall consist of not less than one (1) and not more than seven (7) directors. Within these limits, the number of directors may be increased or decreased from time to time in the manner provided in the bylaws. The directors shall be elected in the manner provided in the bylaws. Nothing in this Article shall be construed to preclude a director from serving the corporation in any other capacity and receiving compensation therefor.

Section 2. Initial Board. The initial board of directors shall consist of one director. The name and street address of the initial member of the Board of Directors is Richard W. Roberts, 412 Summit Ridge Place, #112, Longwood, Florida 32779.

Section 3. Indemnification. The corporation shall, to the extent permitted by

Florida law, indemnify each person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, or administrative, by reason of the fact that he is or was a director or officer of the corporation, against expenses (including attorney fees), amounts paid in settlement, judgments, and fines actually and reasonably incurred by him in connection with such action, suit, or proceeding.

#### ARTICLE VIII — INCORPORATOR

The name and street address of the incorporator of this corporation is Richard W. Roberts, 412 Summit Ridge Place, #112, Longwood, Florida 32779.

#### ARTICLE IX — PRINCIPAL OFFICE

The street address of the initial principal office of the corporation is 412 Summit Ridge Place, #112, Longwood, Florida 32779.

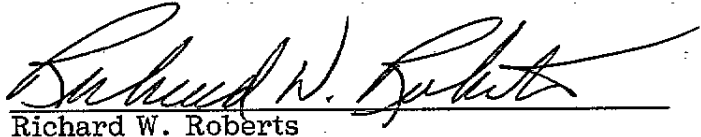
#### ARTICLE X — INITIAL REGISTERED OFFICE AND AGENT

The street address of the corporation's initial registered office is 412 Summit Ridge Place, #112, Longwood, Florida 32779, and the name of its initial registered agent at that address is Richard W. Roberts.

#### ARTICLE XI — COMMENCEMENT

Pursuant to Fla. Stat. §607.0203 (1997), the corporate existence shall commence at the time of the execution of the Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned, being the sole incorporator of this corporation, execute these articles of incorporation at Orlando, Florida, on this 27 day of January, 1999.

  
Richard W. Roberts

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: COMPUTER SYSTEMS FOR PROFESSIONALS, INC.

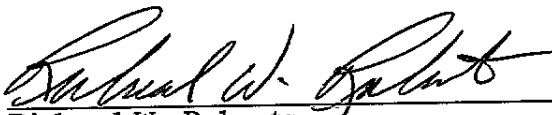
2. The name and address of the registered agent and office is:

NAME

ADDRESS

Richard W. Roberts

412 Summit Ridge Place #112  
Longwood, Florida 32779.

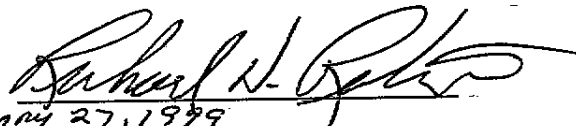


Richard W. Roberts  
Incorporator  
Computer Systems For Professionals, Inc.  
January 27, 1999

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HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE



DATE: JANUARY 27, 1999  
October     , 1997