

TRANSMITTAL LETTER

P99000013743

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-02/09/99--01020--008
*****78.75 *****78.75

SUBJECT:

CompuTech Nationwide, Inc.

(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM:

Scott A. Watkins

Name (Printed or typed)

1770 Sunny Hills Blvd., Suite 3

Address

Sunny Hills, FL 32428

City, State & Zip

(850) 773-4364

Daytime Telephone number

FILED
99 FEB -9 PM 3:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Cryptel

GAVE
AUTOMATICALLY ONE TO
CORRECT cap name, R. acc.
DATE 2-11-99 Principal add
DCC. EXAM CB

NOTE: Please provide the original and one copy of the articles.

CB 99
2-11-99

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

COMPUTECH NATIONWIDE, INC.

The undersigned person(s), acting as incorporator(s) of a corporation organized under the laws of Delaware, hereby adopt(s) the following Articles of Incorporation:

**ARTICLE I
CORPORATE NAME**

The name of this corporation is COMPUTECH NATIONWIDE, INC.
1770 Sunny Hills Blvd., Ste. 3
Sunny Hills, FL 32428

**ARTICLE II
SHARES**

The total number of shares which the corporation shall have authority to issue is 500 shares of no par value stock.

**ARTICLE III
REGISTERED OFFICE AND AGENT**

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

Scott A. Watkins
CompuTech Inc.
1770 Sunny Hills Blvd.
Bay County
Sunny Hills, FL 32428

**ARTICLE IV
PURPOSE**

The purpose of the corporation is to engage in any lawful activity permitted by the laws of this state.

**ARTICLE V
DIRECTORS**

The names and residence addresses of the persons constituting the initial board of directors are:

Scott A. Watkins
1770 Sunny Hills Blvd.
Sunny Hills, FL 32428

Henry H. Ross
915 E. 25th Street
Panama City, FL 32405

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

**ARTICLE VI
LIABILITY OF DIRECTORS**

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

ARTICLE VII OTHER PROVISIONS

Preemptive Rights. The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

Director or Officer Interest. In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

Stock Transfer Restriction. No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

Corporate Seal. The corporation shall have a corporate seal, which shall be affixed to all deeds, mortgages, and other instruments affecting or relating to real estate.

Execution of Written Instruments. All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the board of directors.

Certification

I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.

I hereby am familiar with and accept the duties and responsibilities of
Registered Agent.

Scott A. Watkins 2-6-99

Scott A. Watkins, Incorporator / Registered Agent
1770 Sunny Hills Blvd.
Sunny Hills, FL 32428

Henry H. Ross 2-6-99

Henry H. Ross, Incorporator
915 E. 25th Street
Panama City, FL 32405

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