

P99000030585



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 180630 3487A

AUTHORIZATION :

COST LIMIT : \$ *Patricia Pruitt*

ORDER DATE : March 24, 1999

ORDER TIME : 10:21 AM

ORDER NO. : 180630-005

CUSTOMER NO: 3487A

CUSTOMER: Ms. Kristen Gaines
ICARD MERRILL CULLIS TIMM
ICARD MERRILL CULLIS TIMM
2033 Main Street, Suite 600
P. O. Drawer 4195
Sarasota, FL 34237

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 24 PM 2:33

DOMESTIC FILING

NAME: GES, INC.

EFFECTIVE DATE:

900002816829-3

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: Tamara Odom

EXAMINER'S INITIALS: _____

2544
W99-7136

DIVISION OF CORPORATION

99 MAR 24 AM 11:22

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4-2
WS



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

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99 APR -2 AM 10:44
DIVISION OF CORPORATION

March 24, 1999

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: GES, INC.
Ref. Number: W99000007136

We have received your document for GES, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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: 799A00014871

RESUBMIT
Please give original
submission date as file date.

ARTICLES OF INCORPORATION

OF

CodeComplete, Inc.

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

ARTICLE I - NAME

The name of the corporation ("Corporation") is:

CodeComplete, Inc.

ARTICLE II - TERM OF EXISTENCE

The Corporation is to exist perpetually.

ARTICLE III - PURPOSES

The purposes of the Corporation are to engage in any lawful act, activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - PRINCIPAL OFFICE

The street address of the principal office of the Corporation is 4040 Crockers Lake Boulevard, Sarasota, Florida 34238.

ARTICLE V - CAPITAL STOCK

The shares of stock of the Corporation shall consist of only one class of stock. The number of shares of stock this Corporation is authorized to issue and have outstanding is One Thousand (1,000) shares of Common Stock, having a par value of \$1.00 per share. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The initial street address of the Corporation's registered office is Icard, Merrill, Cullis, Timm, Furen & Ginsburg, P.A., 2033 Main Street, Sarasota, FL 34237. The initial registered agent for the Corporation at that address is Bruce P. Chapnick.

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ARTICLE VII - DIRECTORS

The initial board of directors shall consist of one (1) member. The names and address of the persons who will serve on the initial board of directors are:

Gavin Stark 4040 Crockers Lake Boulevard
Sarasota, Florida 34238

ARTICLE VIII - INCORPORATOR

The names and street addresses of the incorporator(s) to these Articles of Incorporation are:

Bruce P. Chapnick 2033 Main Street, Suite 600
Sarasota, Florida 34237

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

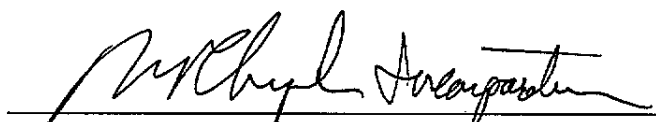
ARTICLE X - AMENDMENT

The Articles of Incorporation may be amended in certain instances by the Board of Directors pursuant to applicable law and in certain instances by resolutions adopted by the Board of Directors, proposed by them to the Shareholders and approved at a Shareholders meeting by a majority of the stock entitled to vote thereon.

ARTICLE XI - SHAREHOLDER ACTION

An affirmative vote of fifty-one percent (51%) of the shares of the capital stock of the Corporation shall be required for any Shareholder action.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 23rd day of March, 1999.


Bruce P. Chapnick, Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for CodeComplete, Inc. at the place designated in the Articles of Incorporation, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the obligations of the undersigned's position as registered agent.

A handwritten signature in cursive script, appearing to read "Bruce P. Chapnick", written over a horizontal line.

Bruce P. Chapnick, Registered Agent

Date: March 23, 1999

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