

**C&R** *W99000053359*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JUN 11 PM 3:48

June 9, 1999

Doris Brown  
Document Specialist  
Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

**EFFECTIVE DATE**  
*6-9-99*

600002887136--0  
-05/26/99-01065--003  
\*\*\*\*\*78.50 \*\*\*\*\*78.50

RE: IMS TECHNOLOGIES, INC.  
Ref. Number: W99000012631

Dear Ms. Brown::

Enclosed is a corrected document Articles of Incorporation for IMS Tech, Inc.  
The first set of documents were returned due the name not being distinguishable from the  
name of an existing entity..

Thank you for your assistance and cooperation in this matter.

Very truly yours,

*Scott T. Orsini*

Scott T. Orsini, Esq.

*Signed in his  
absence to avoid  
delay in mailing*

Enclosure

*18912544, 2551, 2550  
W99-12631*

405 Central Avenue  
Post Office Box 118  
St. Petersburg, Florida 33731-0118

**The Orsini & Rose Law Firm, P.A.**

Phone (727) 826-3500  
Fax (727) 826-3550  
info@attorneysusa.com

D. BROWN JUN 11 1999



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

June 1, 1999

SCOTT T. ORSINI  
405 CENTRAL AVAENUE  
SUITE 201  
ST. PETERSBURG, FL 33701

SUBJECT: IMS TECHNOLOGIES, INC.  
Ref. Number: W99000012631

We have received your document for IMS TECHNOLOGIES, INC. and your check(s) totaling \$78.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

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.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

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) 487-6972.

Doris Brown  
Document Specialist

Letter Number: 199A00029694

**EFFECTIVE DATE**  
6-9-99

IMS Technologies, Inc.

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# ARTICLES OF INCORPORATION

of

**IMS Tech, Inc.**

## ARTICLE I. NAME AND ADDRESS

The name of this corporation is IMS Tech, Inc., and the address of the corporation shall be 405 Central Avenue, Suite 201, St. Petersburg, Florida 33701.

## ARTICLE II. COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with Section 607.167 Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation.

## ARTICLE III. DURATION

This corporation shall exist perpetually, commencing on the date of the subscription and acknowledgment of the Articles of Incorporation.

## ARTICLE IV. PURPOSE

This corporation is organized for the purpose of the transaction of any lawful business.

**ARTICLE V. CAPITAL STOCK**

This corporation is authorized to issue one thousand (1000) common shares of \$.01 (dollars) par value capital stock.

**ARTICLE VI. PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash by this corporation of any new capital stock of the same kind, class or series, as that which he or she already holds, shall have the preemptive right to purchase his or her pro rata share thereof (as nearly as June be done without the issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VII. INITIAL REGISTERED OFFICE & AGENT**

The street address of the initial registered agent of this corporation is 405 Central Avenue, Suite 201, St. Petersburg, Florida 33701. The name of the initial registered agent for this corporation at that address is Scott T. Orsini.

**ARTICLE VIII. MANAGEMENT OF CORPORATION BY SHAREHOLDERS**

All corporate powers shall be exercised by or under that authority of and the business and affairs of this corporation shall be managed under the direction of the shareholders of this corporation.

**ARTICLE IX. INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is Scott T. Orsini. The business address of the incorporator is 405 Central Avenue, Suite 201, St. Petersburg, Florida 33701.

EFFECTIVE DATE  
6-9-99

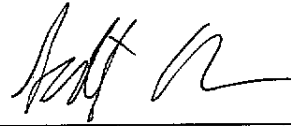
**ARTICLE X. INDEMNIFICATION**

This corporation shall indemnify any officer or any former officer, to the full extent as provided for by law.

**ARTICLE XI. AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto. Any rights conferred upon the shareholders are subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 9 day of June, 1999.



Scott T. Orsini

STATE OF FLORIDA )

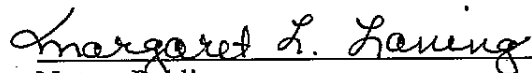
COUNTY OF PINELLAS )

Before me, a Notary Public authorized to take acknowledgments in Pinellas County, Florida, personally appeared Scott T. Orsini, known to me to be the person who executed and acknowledged the execution of the foregoing Articles of Incorporation.

In Witness whereof, I have hereunto set my hand and affixed my official seal, in Pinellas County, Florida on this 9 day of June, 1999.



Margaret L. Laning  
My Commission CC699827  
Expires November 7, 2000

  
Notary Public  
My commission expires:

IMS Technologies, Inc.

**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process for the above named corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of Florida Law relative to keeping this office open.



Scott T. Orsini

FILED STATE  
SECRETARY OF CORPORATIONS  
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