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**Watson & Osborne, P.A.**  
**Attorneys at Law**

KEITH WATSON  
LEE S. OSBORNE  
WILLIAM J. JOOS  
ROBERT J. DYKES

REPLY TO:  
2500 MONUMENT ROAD, SUITE 201  
JACKSONVILLE, FLORIDA 32225

99 NOV 22 AM 9:53  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

November 17, 1999

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

600003051886--8  
-11/22/99--01137--007  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

**Re: Digital Management Resource, Inc.**

Dear Sir or Madam:

Enclosed is the original and one (1) copy of the Articles of Incorporation for Digital Management Resource, Inc. Also enclosed is our check in the amount of \$78.75, payable to the Secretary of State, to cover your fees for filing and certification. Please return the certified copy in the postage prepaid, self-addressed envelope enclosed for your convenience.

If you have any questions, please feel free to contact me. Your assistance is greatly appreciated.

Very truly yours,

Chrysanthia Y. Sermons  
Legal Assistant

/cys

Enclosures

F. CHESLER

NOV 26 1999

**ARTICLES OF INCORPORATION**  
**OF**  
**DIGITAL MANAGEMENT RESOURCE, INC.**

FILED  
99 NOV 22 AM 8:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

**ARTICLE I**

Name, Location and  
Mailing Address of Principal Office

The name of the corporation is Digital Management Resource, Inc. The principal office and mailing address of this corporation is 8343 Hogan Road, #81, Jacksonville, Florida 32216.

**ARTICLE II**

Purpose

This corporation is organized for the purpose of transacting any and all business permitted under the laws of the United States and the State of Florida.

**ARTICLE III**

Capital Stock

This corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than 35 persons. Stock will be issued and transferred only to (i) natural persons, (ii) estates, or (iii) a trust defined in Section 1361(c)(2)(or its successor section) of the Internal Revenue Code. In addition, no stock shall be issued or transferred to a nonresident alien. The corporation is authorized to issue 100 shares of capital stock, of which one hundred (100) shares of capital stock shall be issued to Michael E. Barlow, each share having a par value of \$1.00.

## **ARTICLE IV**

### **Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is 8343 Hogan Road, #81, Jacksonville, Florida 32216, and the name of the initial registered agent of the corporation at that address is Michael E. Barlow.

## **ARTICLE V**

### **Directors**

This corporation shall initially have one director. The number of directors may be increased or decreased from time to time but shall never be fewer than one nor more than five. The name, street address and title of the member(s) of the first Board of Directors of the corporation are:

<b><u>Name</u></b>	<b><u>Street Address</u></b>	<b><u>Title</u></b>
Michael E. Barlow	8343 Hogan Road, #81 Jacksonville, FL 32216	President, Treasurer Secretary

## **ARTICLE VI**

### **Incorporator**

The name and street address of the incorporator of this corporation is Michael E. Barlow, 8343 Hogan Road, #81, Jacksonville, Florida 32216.

## **ARTICLE VII**

### **By-Laws**

The initial By-Laws of this corporation shall be adopted by the directors. By-Laws may be adopted, amended or repealed in the manner provided in the By-Laws by either the shareholders or the directors.

## **ARTICLE VIII**

### **Restrictions on Transfer of Stock**

The shareholders may, by By-Law provision or by shareholders' agreement recorded in the minutes book, impose such restrictions on the sale, transfer or encumbrance of the stock of this corporation as they may see fit.

## **ARTICLE IX**

### **Director 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 directors of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

## **ARTICLE X**

### **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.

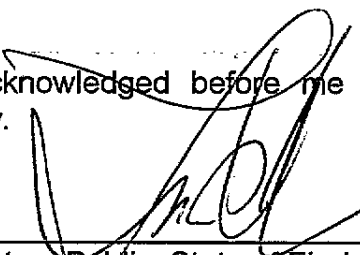
IN WITNESS WHEREOF, the incorporator has executed these Articles the 15 day of NOV, 1999.



\_\_\_\_\_  
Michael E. Barlow  
Incorporator

STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 15<sup>th</sup> day of Nov, 1999 by Michael E. Barlow.

  
\_\_\_\_\_  
Notary Public, State of Florida

Print Name: \_\_\_\_\_

Lee S. Osborne

MY COMMISSION # CC657200 EXPIRES

July 12, 2001

My Commission Expires: \_\_\_\_\_

BONDED THRU TROY FAIR INSURANCE, INC.

Personally known \_\_\_\_\_ or produced identification: \_\_\_\_\_

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA  
AND NAMING THE REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED

Digital Management Resource, Inc., desiring to organize under the laws of the State of Florida as a corporation has named Michael E. Barlow, who maintains an office at 8343 Hogan Road, #81, Jacksonville, Florida 32216, as its registered agent to accept service of process within this State, all in accordance with Section 607.034, Florida Statutes.

DATED this 15 day of NOV, 1999.

By: Michael E. Barlow  
Michael E. Barlow, Incorporator

ACCEPTANCE

Having been named to accept service of process for the foregoing corporation, at the place designated in this certificate, and being familiar with the obligations of such position, I hereby agree to act in such capacity and agree to comply with the provisions of the laws of the State of Florida relative to maintaining such registered office.

DATED this 15 day of NOV, 1999.

Michael E. Barlow  
Michael E. Barlow

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FILED