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ALBERT J. ZEMLOCK

COUNSELLOR AT LAW
19 WEST FLAGLER STREET
MIAMI, FLORIDA 33130

TELEPHONE 358-3133

May 8, 2000

Secretary of State
State of Florida
Corporations Division
Tallahassee, Florida

FILED
00 MAY 12 AM 9:36
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Re: INSITE, INC.

Dear Sir:

Enclosed please find proposed Articles of Incorporation for the above named corporation, together with Certificate of Registered Agent and my check in the sum of \$70.00.

Please file Articles and return to me a certified copy.

Very truly yours,

ALBERT J. ZEMLOCK

AJZ/dm

Enclosures

300003251083--3
-05/12/00-01110-003
*****70.00 *****70.00

5/17
Name ok Per Beth.

Albert Zemlock GAVE
AUTHORIZATION BY PHONE TO
CORRECT ART VIII to read four directors
DATE 5/17 initially.
DOC. EXAM STT

Informed client of Corp. Doc. # A04553.

S. Thompson MAY 17 2000

ARTICLES OF INCORPORATION
OF
INSITE, INC.

FILED
00 MAY 12 AM 9:36
SECRETARY OF STATE
TALLAHASSEE FLORIDA

THE UNDERSIGNED SUBSCRIBER to these Articles of Incorporation is a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I.

The name of this corporation is:

INSITE, INC.

ARTICLE II.

The general nature of the business to be transacted by this corporation is:

1. Consulting, training, installation, sales, marketing of software programs and any other legal endeavors.
2. To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property.
3. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers, or corporation property, or other instruments to secure the payment of corporate indebtedness as required.
4. To purchase the corporate assets of any other corporation and engage in the same or other character of business.

ARTICLE III.

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one

time is 100 shares of common stock, without a par value, and any and all shares so issued, the full consideration for which has been paid or delivered, shall be deemed fully paid stock and not liable to any further call or assessment thereon, and the holders of such shares not be liable for any further payments thereon.

The stock shall be issued from time to time as may be determined by the Board of Directors.

On dissolution or liquidation of the corporation, the holders of the stock shall be entitled to distribution as their holdings may appear upon the stock record of the corporation.

ARTICLE IV

The amount of capital which this corporation will begin business is Five Hundred (\$500.00) Dollars.

ARTICLE V

This corporation shall have perpetual existence.

ARTICLE VI

The initial post office address of the principal office of this corporation in the State of Florida, is:

4100 N. Miami Avenue
Miami, Florida 33127

The Board of Directors may from time to time move the principal office to any other address in Florida. Branch offices may be maintained at such other places in the State of Florida, the United States of America, and foreign countries as may from time to time be authorized by the Board of Directors.

ARTICLE VII

The street address of the Initial Registered Agent of this corporation is:

4100 N. Miami Avenue
Miami, Florida 33127

and the name of the Initial Registered Agent is GUI L. P.
GOVAERT

ARTICLE VIII

This corporation shall have four directors initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders.

ARTICLE IX

The name and post office address of each subscriber to these Articles of Incorporation are:

GUI L. P. GOVAERT
4100 N. Miami Avenue
Miami, Florida 33127

ARTICLE X

The name and post office address of the members of the first Board of Directors, the President, the Secretary and the Treasurer, who shall hold office for the first year of existence of this corporation, or until their successor is elected and has qualified are:

Frank D. Valckenaer
H. Brounstraat 83
Machelen 1830 Belgium

President

Luc Van de Sande
16020 South Post Road #304
Weston, Florida 33331

Secretary/Vice Pres

Anja Van Gulik
16020 South Post Road #304
Weston, Florida 33331

Treasurer

Gui L. P. Govaert
2231 NE 192 Street
North Miami Beach, Florida 33180

Assistant Secretary

ARTICLE XI

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon.

ARTICLE XII

This corporation may, by action taken at any meeting of its Board of Directors, sell, lease, or exchange all of its property and assets, including its good will, its corporation franchises, or any property assets to its corporate business, upon such terms and conditions as its Board of Directors deems meet and expedient, and as authorized by an affirmative vote entitling them to exercise a majority of the voting power outstanding.

ARTICLE XIII

The stockholders of this corporation may enter into agreements between themselves respecting their respective rights and duties with reference to the shares of stock of this corporation, and such agreements may include any limitation upon the transferability or assignment of the stock and the conferring of preemptive rights of purchase upon the stockholders as condition precedent to the sale of other stock and such agreements shall be valid and this corporation may join as a party thereto.

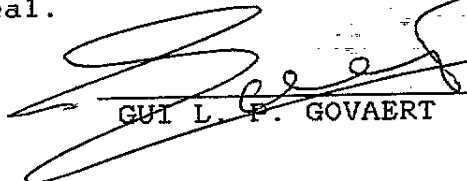
ARTICLE XIV

1. At all meetings of the stockholders of the corporation, whether annual or specially called, a vote of a majority of all stockholders of record entitled to vote shall be required to be transacted by such stockholders.

2. At all meetings of the Board of Directors of the corporation, whether regular or specially called, a vote of a majority of all directors shall be required to transact

any business of the corporation, including but not limited to the election of officers.

IN WITNESS WHEREOF, the undersigned subscriber has hereunto set his hand and seal.

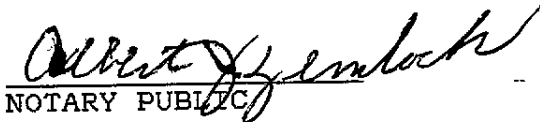
 (SEAL)
GUI L. P. GOVAERT

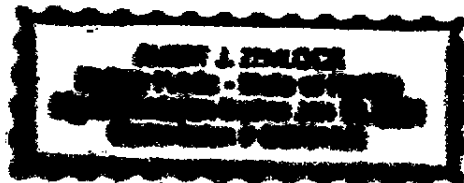
STATE OF FLORIDA)
 : ss
COUNTY OF DADE)

I HEREBY CERTIFY that on this day personally appeared GUI L. P. GOVAERT to me well known to be the person who executed the foregoing Articles of Incorporation, and he severally acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal at Miami, Dade County, Florida, this day of May, 2000

My commission expires:


NOTARY PUBLIC



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

FILED
00 MAY 12 AM 9:36
SECRETARY OF STATE
TALLAHASSEE FLORIDA

In pursuance of Chapter 48.091, Florida Statutes,
the following is submitted, in compliance with said Act:

First--That INSITE, INC. desiring to organize
under the laws of the State of Florida, with its principal
office, as indicated in the Articles of Incorporation at
City of Miami, County of Dade, State of Florida, has named:

GUI L. P. GOVAERT
4100 N. Miami Avenue
Miami, Florida 33127

as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for
the above stated corporation, at place designated in this
certificate, I hereby accept to act in this capacity, and
agree to comply with the provision of said Act relative to
keeping open said office.


GUI L. P. GOVAERT
Registered Agent