

Division of Corporations

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From: Account Name : CORPORATION SERVICE COMPANY
Account Number : 120000000195
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FLORIDA PROFIT CORPORATION OR P.A.

ACD SYSTEMS OF AMERICA, INC.



Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

April 7, 2003

CORPORATE SERVICES COMPANY

SUBJECT: ACD SYSTEMS OF AMERICA, INC.
REF: W03000009720

RESUBMIT
Please give original
submission date as file date.

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You must list at least one incorporator with a complete business street address.

If you have any further questions concerning your document, please call (850) 245-6928.

Tim Burch
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**ARTICLES OF INCORPORATION
OF
ACD SYSTEMS OF AMERICA, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act (the "FBCA"), hereby adopt the following Articles of Incorporation:

ARTICLE 1

NAME

The name of the corporation (the "Corporation") is: **ACD SYSTEMS OF AMERICA, INC.**

ARTICLE 2

PURPOSE

The general purpose for which the corporation is organized is to transact any or all lawful business permitted under the FBCA and the laws of Florida and the United States of America.

ARTICLE 3

PRINCIPAL OFFICE; REGISTERED OFFICE

The address of the principal office of the Corporation and the mailing address of the Corporation is 1150 NW 72nd Avenue, 2nd Floor, Miami, Florida 33126. The registered agent of the Corporation is Corporation Service Company, 1201 Hays Street, Tallahassee, FL 32301.

ARTICLE 4

CAPITAL STOCK

The total number of shares of all classes of stock that the Corporation shall have the authority to issue is one thousand (1,000) shares, all of which shall be Common

Stock, of one class, having a par value of \$.001 per share.

ARTICLE 5

BOARD OF DIRECTORS

A. **Number and Term of Directors.** The Corporation's Board of Directors shall consist of not less than two nor more than twelve members, with the exact number to be fixed from time to time in the manner provided in the Corporation's bylaws. No decrease in the number of directors shall have the effect of shortening the term of any incumbent director. Each initial director shall be elected to an initial term expiring at the next ensuing annual meeting of shareholders. Each director thereafter shall be elected to an initial term expiring at the annual meeting of shareholders held one year thereafter, in each case until his or her successor is duly elected and qualified or until his or her earlier resignation, death, incapacity or removal from office.

B. **Vacancies.** Whenever any vacancy on the Board of Directors shall occur due to death, resignation, retirement, disqualification, removal, increase in the number of directors, or otherwise, a majority of the remaining directors in office, although less than a quorum of the Board of Directors, may fill the vacancy for the balance of the unexpired term of the vacant directorship, at which time a successor or successors shall be duly elected by provisions these articles and the Corporation's bylaws, only the remaining directors of the Corporation shall have the authority, in accordance with the procedure stated herein and in the Corporation's bylaws, to fill any vacancy that arises on the Board of Directors.

C. **Removal.** A director may be removed from office prior to the expiration of his or her term: (i) only for cause; and (ii) only upon the affirmative vote of at least two-thirds of the outstanding shares of capital stock of the Corporation entitled to vote for the election of directors.

D. **Amendments.** Notwithstanding anything contained in these Articles of Incorporation to the contrary, this Article 5 shall not be altered, amended or repealed except by an affirmative vote of at least two-thirds of the outstanding shares of capital stock of the Corporation entitled to vote for the election of directors.

E. **Initial Directors.** The initial Board of Directors shall be comprised of the following individuals:

Matthew Watson
Michael Zelen

ARTICLE 6

LIMITATION ON DIRECTOR LIABILITY

A director shall not be personally liable to the Corporation or the holders of shares of capital stock for monetary damages for breach of fiduciary duty as a director, except (i) for any breach of the duty of loyalty of such director to the Corporation or such holders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0831 of the FBCA, or (iv) for any transaction from which such director derives an improper personal benefit. If the FBCA is hereafter amended to authorize the further or broader elimination or limitation of the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as so amended. No repeal or modification of this Article 6 shall adversely affect any right of or protection afforded to a director of the Corporation existing immediately prior to such repeal or modification.

ARTICLE 7

INDEMNIFICATION

The Corporation shall indemnify and advance expenses to, and may purchase and maintain insurance on behalf of, its officers and directors to the fullest extent permitted by law as now or hereafter in effect. Without limiting the generality of the foregoing, the By-laws may provide for indemnification and advancement of expenses to officers, directors, employees and agents on such terms and conditions as the Board of Directors may from time to time deem appropriate or advisable.

ARTICLE 8

BY-LAWS

Only an affirmative vote of the holders of a majority of the issued and outstanding shares of the Corporation's capital stock entitled to vote shall have the power to adopt, amend or repeal the By-laws of the Corporation or any part thereof.


ARTICLE 9

AMENDMENT

These Articles of Incorporation may be altered, amended or repealed by the shareholders of the Corporation in accordance with the applicable provisions of Florida law; provided, further, that Article 5 hereof may only be altered, amended or replaced in accordance with Article 5D hereof.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on April 4, 2003.

ACD SYSTEMS OF AMERICA, INC.

By: 

Matthew Watson
Incorporator
1150 NW 72nd Avenue, 2nd Floor
Miami, Florida 33126

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 4th day of April, 2003



Corporation Service Company, Deborah D. Skipper
1201 Hays Street Asst. V. Pres.
Tallahassee, FL 32301
Registered Agent

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