

P96000081337

Requestor's Name  
 Address  
 City/State/Zip Phone #

800001944908  
-09/11/96--01032--005  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. INTELLIGENCE NETWORK INTERNATIONAL, INC.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- Walk in     Pick up time \_\_\_\_\_     Certified Copy  
 Mail out     Will wait     Photocopy     Certificate of State

FILED  
 96 OCT -2 AM 9:45  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

*Wato = 19214*  
*g/h*  
*10/1/96*

Examiner's Initials	
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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

September 12, 1996

BARBARA TROLLEY  
125 WORTH AVE  
PALM BEACH, FL 33480

SUBJECT: INTELLIGENCE NETWORK INTERNATIONAL, INC.  
Ref. Number: W96000019214

We have received your document for INTELLIGENCE NETWORK INTERNATIONAL, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return 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 (904) 487-6915.

Pamela Hall  
Document Specialist

Letter Number: 996A00042448

ARTICLES OF INCORPORATION  
OF  
INTELLIGENCE NETWORK INTERNATIONAL, INC.

**FILED**

96 OCT -2 AM 9:45

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

**ARTICLE 1 - Name**

The name of the Corporation is Intelligence Network International, Inc., (hereinafter, "Corporation").

**ARTICLE 2 - PURPOSE OF CORPORATION**

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE 3 - PRINCIPAL OFFICE**

The address of the principal office of this Corporation is 249 Peruvian Avenue, Suite 2, Palm Beach, Florida 33480 and the mailing address is the same.

**ARTICLE 4 - INCORPORATOR**

The name and street address of the incorporator of this Corporation is:  
Barbara Tolley  
125 Worth Avenue  
Palm Beach, Florida 33480

**ARTICLE 5 - OFFICERS**

The officers of the Corporation shall be:

President:	Barbara Tolley
Vice-President:	Randall Prouty
Secretary	Brad L. Tolley
Treasurer:	Brad L. Tolley

whose addresses shall be the same as the principal address of the Corporation.

**ARTICLE 6 - DIRECTOR(S)**

The Director(s) of the Corporation shall be:

Franklin L. Frank  
Brad L. Tolley  
Barbara Tolley  
Ken Robertson  
Randall Prouty

whose addresses shall be the same as the principal address of the Corporation.

**ARTICLE 7 - CORPORATE CAPITALIZATION**

7.1 The number of shares that this Corporation is authorized to have is twenty thousand (20,000) shares of common stock with no par value.

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for

such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

#### **ARTICLE 8 - POWERS OF CORPORATION**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

#### **ARTICLE 9 - TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

#### **ARTICLE 10 - REGISTERED OWNER(S)**

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

#### **ARTICLE 11 - REGISTERED OFFICE AND REGISTERED AGENT**

The name and address of registered agent of this Corporation is The Law Firm of Cooney, Ward, Leshner & Damon, P.A., 1555 Palm Beach Lakes Boulevard, Suite 1000, West Palm Beach, Florida 33401-2321.

#### **ARTICLE 12 - BYLAWS**

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

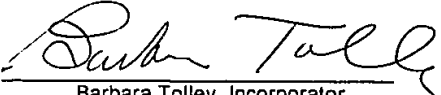
#### **ARTICLE 13 - EFFECTIVE DATE**

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

#### **ARTICLE 14 - AMENDMENT**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 2 September, 1996

  
Barbara Tolley, Incorporator

STATE OF FLORIDA  
COUNTY OF PALM BEACH

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared BARBARA TOLLEY to me known to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 10th day of August, 1996.



LOURDES GONZALEZ  
COMMISSION # CC 493153  
EXPIRES NOV 04, 1999  
BONDED THRU  
ATLANTIC BONDING CO., INC.

*Loures Gonzalez*

NOTARY PUBLIC, State of Florida

My Commission Expires:

**FILED**

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

96 OCT -2 AM 9:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ACKNOWLEDGMENT:**

Having been named to accept service of process for Intelligence Network International, Inc., at the initial registered office of the Corporation in this State designated in its Articles of Incorporation, we hereby accept to act in this capacity and agree to comply with the provisions of Section 607.0505 Florida Statutes.

Date: September 2, 1996.

Cooney, Ward, Leshner & Damon, P.A.

By:   
Michael J Posner, Vice-President

(Corporate Seal)

P96000081337

Requestor's Name  
 Address  
 City/State/Zip Phone #

900002258689--6  
 -03/05/97-01112-003  
 \*\*\*\*\*35.00 \*\*\*\*\*35.00  
 Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. \_\_\_\_\_ (Corporation Name) (Document #)
2. \_\_\_\_\_ (Corporation Name) (Document #)
3. \_\_\_\_\_ (Corporation Name) (Document #)
4. \_\_\_\_\_ (Corporation Name) (Document #)

Walk in       Pick up time \_\_\_\_\_       Certified Copy  
 Mail out       Will wait       Photocopy       Certificate of Status

NEW FILINGS	AMENDMENTS
Profit	<input checked="" type="checkbox"/> Amendment
NonProfit	Resignation of R.A., Officer/ Director
Limited Liability	Change of Registered Agent
Domestication	Dissolution/Withdrawal
Other	Merger

OTHER FILINGS	REGISTRATION/QUALIFICATION
Annual Report	Foreign
Fictitious Name	Limited Partnership
Name Reservation	Reinstatement
	Trademark
	Other

97 JUN -5 AM 9:51

*tu*

Examiner's Initials	
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ARTICLES OF AMENDMENT

The following provisions of the Articles of Incorporation of Intelligence Network International, Inc., a Florida corporation, filed in Tallahassee on October 2, 1996, be and they are hereby amended in the following particulars:

Article 7 is hereby amended as follows:

"In addition to the existing authorized shares of stock, the corporation is authorized to issue Ten Million (10,000,000) shares of Common Stock, par value of \$0.001"

The foregoing amendment was adopted by the Stockholders of the corporation on the 3 day of December 1996.

Intelligence Network International, Inc.

Attest:

By: Barbara D. Tolley PRES  
Barbara Tolley, President  
Stacey M. Morakis PRES

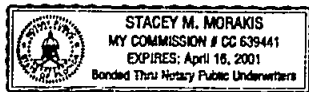
By: \_\_\_\_\_

STATE OF FLORIDA )  
COUNTY OF PALM BEACH )

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared Barbara Tolley and \_\_\_\_\_ President and Secretary respectively of Intelligence Network International, Inc. to me known to be the persons described in or who have produced FL DL as identification and who executed the foregoing instrument and acknowledged before me that they executed the same for the purposes therein expressed.

T400-072-36 119

WITNESS my hand and official seal in the County and State last aforesaid this 29<sup>th</sup> day of July, 1997.



Sign: Stacey M. Morakis

Print: STACEY M MORAKIS

My Commission Expires:

4/16/2001



**ini** intelligence  
network  
international

096000081337

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

800002258688--9  
-08/05/97--01112--002  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Attention: Amendment Division

August 4, 1997

Dear Amendment Division,

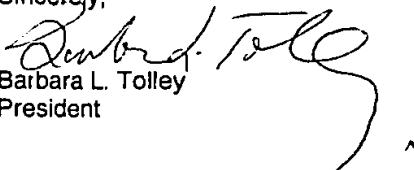
Pursuant to my telephone conversation with your department on Friday, you were correct, the Articles of Amendment for **19,980,000 Common Shares** and **2,000,000 Preferred Shares** had been returned because the check had not been included. Our attorney had not brought this to our attention. Enclosed you will find that we are resubmitting this Amendment and a check in the amount of \$35.

We are also enclosing another Articles of Amendment for an additional **10,000,000 Common Shares** and a second check in the amount of \$35.

We will appreciate your attention to this filing matter, as soon as possible, and will await receiving your executed copies indicating that the filing procedure is completed.

Thank you for your cooperation in this matter.

Sincerely,

  
Barbara L. Tolley  
President

97 AUG -5 AM 9:45  
Amendment  
8/13/97 TC

## ARTICLES OF AMENDMENT

The following provisions of the Articles of Incorporation of Intelligence Network International, Inc., a Florida corporation, filed in Tallahassee on October 2, 1996, be and they are hereby amended in the following particulars:

Article 7 is hereby amended as follows:

\*In addition to the existing authorized shares of stock, the corporation is authorized to issue the following additional stock:

- A. Nineteen Million Nine Hundred Eighty Thousand (19,980,000) shares of Common Stock, par value of \$0.001; and
- B. Two Million (2,000,000) shares of Preferred Stock, with a par value of \$0.001.
  - i. The Preferred Stock may be issued from time to time in one or more series.
  - ii. The Board of Directors is hereby authorized to fix or alter the designations, preferences, and relative, participating, optional, or other special rights, and qualifications, limitations, or restrictions, of such Preferred Stock, including without limitation of the generality of the foregoing, dividend rights, dividend rates, conversion rights, voting rights, rights and terms of redemption (including sinking fund provisions), the redemption price or prices and liquidation preferences of any wholly unissued series of Preferred Stock, and the number of shares constituting any such series and the designation thereof, or any of them; and to increase or decrease the number of shares of that series, but not below the number of shares of such series then outstanding. In case the number of shares of any series shall be so decreased, the shares constituting such decrease shall resume the status which they had prior to the adoption of the resolution originally fixing the number

of shares of such series.

- iii. The Preferred Stock shall be convertible to Common Stock at the option of the Board of Directors on the earlier of the date the Corporation is made a Public Company or June 30, 1997.

The foregoing amendment was adopted by the Stockholders of the corporation on the 3 day of December, 1996.

Intelligence Network International, Inc.

Attest:

By: Barbara Tolley Pres  
Barbara Tolley, President

By: \_\_\_\_\_

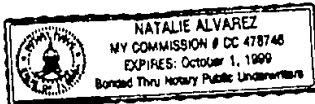
STATE OF FLORIDA       )  
COUNTY OF PALM BEACH    )

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared Barbara Tolley and \_\_\_\_\_ President and Secretary respectively of Intelligence Network International, Inc. to me known to be the persons described in or who have produced FL Drivers Lic as identification and who executed the foregoing instrument and acknowledged before me that they executed the same for the purposes therein expressed. WITNESS my hand and official seal in the County and State last aforesaid this 23<sup>rd</sup> day of December, 1996.

Sign: Natalie Alvarez  
Print: Natalie Alvarez

My Commission Expires:

My Commission Expires:



08/27/97 WED 15:47 FAX 1 954 763 2439

EMO

001

P96000081337

8/27/97

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

3:24 PM

((H97000014200 4))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: ENGLISH, MCCAUGHAN & O'BRYAN, P.A.  
CONTACT: DEBRA H CHRYSTIE  
PHONE: (954)462-3300

ACCT#: 076067004147

FAX #: (954)763-2439

NAME: INTELLIGENCE NETWORK INTERNATIONAL, INC.

AUDIT NUMBER.....H97000014200

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 1

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$87.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX  
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

ENTER SELECTION AND <CR>:

FILED  
97 AUG 27 PM 4:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED

97 AUG 27 PM 4:30

Amendment  
8/28/97  
DC

FAX AUDIT # H97000014200

ARTICLES OF AMENDMENT OF  
INTELLIGENCE NETWORK INTERNATIONAL, INC.

FILED  
07 AUG 27 PM 4:35  
TALLAHASSEE, FLORIDA

1. The name of the Corporation is INTELLIGENCE NETWORK INTERNATIONAL, INC. (the "Corporation").

2. Paragraph 7.1 of Article 7 of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

7.1 The number of shares that this Corporation is authorized to have is 600,000,000 shares of Common Stock with no par value.

3. The foregoing amendment was unanimously adopted by all of the Directors and the majority holders of the Common Stock of the Corporation eligible to vote by a Written Consent signed by them on August 27, 1997 manifesting their intention that this amendment to the Articles of Incorporation be adopted, pursuant to Section 607.1003, Florida Statutes. The number of votes cast for the amendment was sufficient for approval by the Stockholders.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment this 27 day of August, 1997.

*Barbara L. Tolley Pres.*  
BARBARA L. TOLLEY, President

PREPARED BY:  
GERALD W. GRITTER, ESQ.  
FL. BAR # 0282170  
ENGLISH, McCAUGHAN & O'BRYAN, P.A.  
100 N.E. 3 AVENUE, SUITE 1100  
FT. LAUDERDALE, FL 33301  
(954)462-3300

FAX AUDIT # H97000014200