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TRANSMITTAL LETTER

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

FILED
98 MAY -8 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: LIROT SYSTEMS, INC.
(Proposed corporate name - must include suffix)

5

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

<input type="checkbox"/> \$ 70.00	<input type="checkbox"/> \$ 78.75	<input type="checkbox"/> \$ 122.50	<input checked="" type="checkbox"/> \$ 131.25
Filing fee	Filing fee & Certificate	Filing fee & Certified Copy	Filing fee, Certified Copy & Certificate

ADDITIONAL COPY REQUIRED

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****131.25 ****131.25

FROM: CHRISTOPHER J GULYA, CPA
Name (Printed or typed)

2300 GLADES ROAD, SUITE 155-W
Address

BOCA RATON, FL 33431
City, State & ZIP

561-368-0122
Daytime telephone number

F. CHESSE

NOTE: Please provide the original and one copy of the articles.

MAY 12 1998

ARTICLES OF INCORPORATION

OF

LIROT SYSTEMS, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

LIROT SYSTEMS, INC.

The principal place of business of this corporation shall be:

PO BOX 273869
BOCA RATON, FL 33427

ARTICLE II. NATURE OF BUSINESS

This corporation may engage in any and all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be:

2300 GLADES ROAD
SUITE 155-W
BOCA RATON, FL 33431

and the name of the initial registered agent of the corporation at that address is:

CHRISTOPHER J. GULYA, CPA

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ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually. The effective date of this corporation is May 4, 1998

ARTICLE VI. PREEMPTIVE RIGHTS

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such as the shares of stock of this corporation as may be issued for money (money, or any property or services) from time to time, in addition to that stock authorized (authorized or issued) by the corporation. The preemptive right of any holder is determined by the ratio of the authorized (authorized and issued) shares of common stock held by the holder of all shares of common stock currently authorized (authorized and issued).

ARTICLE VII. DIRECTORS

The corporation shall have one director, initially. The name and street address of the initial member of the Board of Directors is:

ANDREW LIROT, P.O. BOX 273869, BOCA RATON, FL 33427

ARTICLE VIII. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

President: ANDREW LIROT, P.O. BOX 273869, BOCA RATON, FL 33427

Secretary / Treasurer: ANDREW LIROT, P.O. BOX 273869, BOCA RATON, FL 33427

ARTICLE IX. CUMULATIVE VOTING

The shareholders of this corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many votes as the number of directors to be elected multiplied by the number of his shares, to distribute them among as many candidates as he may wish. Notice must be given by any shareholder to the President or a Vice President of said corporation not less than 24 hours prior to the time set for the holding of a shareholders meeting for the election of directors that said shareholder intends to cumulate his vote at said election.

ARTICLE X. INCORPORATOR

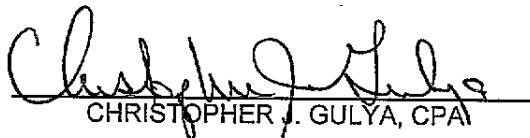
The name and street address of the person signing these Articles of Incorporation is:

CHRISTOPHER J. GULYA, CPA
2300 GLADES ROAD, SUITE 155-W
BOCA RATON, FL 33431

ARTICLE XI. CONSENT

Unanimous consent of the stockholders of the corporation shall be required for any stockholder action.

The undersigned has made and subscribed of these Articles of Incorporation at Boca Raton, Florida, on the 6th day of May, 1998.


CHRISTOPHER J. GULYA, CPA

ACKNOWLEDGMENT

Having been named as registered agent and 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.


CHRISTOPHER J. GULYA, CPA

May 6, 1998
(Date)

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TALLAHASSEE, FLORIDA