

LAW OFFICES
KULATZ & DOBBINS, P.A.

A professional corp. composed of professional corps.

Suite 4R

The Trial Lawyers Building
633 S.E. Third Avenue
Fort Lauderdale, FL 33301
(954) 527-0002

FAX: (954) 524-5143

P980000070416

MEMO

To: FLORIDA DIVISION OF CORPORATIONS
From: Conrad S. Kulatz, Esq.
Subject: Incorporation of Orbis Enterprises, Inc.
Date: August 6, 1998

200002611922--0
-08/10/98--01088--003
*****70.00 *****70.00

Please file the enclosed Articles of Incorporation for Orbis Enterprises, Inc. at your earliest convenience upon receipt.

My check no. 11682 for the filing fee of \$70.00 is enclosed.

I have enclosed two copies of the articles so that you will have one to return to me with the date stamp of the division evidencing the filing of the papers. An envelope is provided to mail back the copy.

I do not require a certified copy, but it is important to get the filing done as soon as practicable.

Thanks for your help with this incorporation.

Cordially,



Conrad S. Kulatz, Esq.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 10 PM 2:03

W6041598/K-29087

RP
08/12/98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

98 AUG 10 PM 2:03

OF

Orbis Enterprises, 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:

Orbis Enterprises, Inc.

The principal place of business of this corporation shall be 633 S.E. Third Ave. Suite 4R, Ft. Lauderdale, FL 33301.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or 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 a par value of \$1.00 per share.

ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation shall be 633 S.E. Third Avenue, Suite 4R, Fort Lauderdale, Florida 33301, and the name of the initial resident agent of the corporation at that address is Attorney Conrad S. Kulatz, Esquire at Kulatz & Dobbins, P.A.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. CORPORATE INDEMNIFICATION PLAN

The corporation will indemnify any person:

(1) Who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by, or in the right of, the corporation) by reason of the fact that he is or was a director, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against such costs and expenses, and to the extent and in the manner provided in Florida Statute 607.014;

(2) Who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a

director, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise against such costs and expenses, and to the extent and in the manner provided in Florida Statute 607.014. The extent, amount, and eligibility for the indemnification provided herein will be made by the Board of Directors. Said determinations will be made by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding or by the shareholders by a majority vote of a quorum consisting of shareholders who were not parties to such action, suit, or proceeding.

The corporation will have the power to make further indemnification as provided in Florida Statute 607.014(6) except to indemnify any person against gross negligence or willful misconduct.

The corporation is further authorized to purchase and maintain insurance for indemnification of any person as provided herein and to the extent provided in Florida Statutes 607.014(8) and 607.014(9).

ARTICLE VII. PERSONAL LIABILITY

The shareholders of this corporation shall have no personal liability for the debts of this corporation.

ARTICLE VIII. DIRECTORS

This corporation shall have One (1) Director initially. The number of Directors may be

either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law. The name and address of the initial Director of the Corporation is:

Ameet R. Shah
633 S.E. Third Ave. Suite 4R
Ft. Lauderdale, FL 33301

ARTICLE IX. SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation is:

Ameet R. Shah
633 S.E. Third Ave. Suite 4R
Ft. Lauderdale, FL 33301

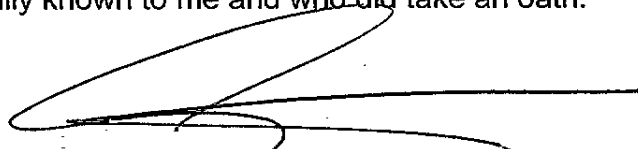
IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on the 31 day of July, 1998.


Ameet R. Shah

STATE OF FLORIDA)
) ss.
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 31 day of July, 1998 by Ameet R. Shah who is personally known to me and who did take an oath.

My Commission Expires:


Notary Public




CONRAD S KULATZ
My Commission CC561827
Expires Jul. 11, 2000

Having been named as registered agent for the above-stated corporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes

relative to the proper and complete performance of my duties and I accept the duties and obligations of Section 607.0505, Florida Statutes, as amended.

July 31, 1998



Conrad S. Kulatz, Esquire

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 10 PM 2:03