

From: Torbjorn G. Lofgren

Address: 5295 NE 20Th. Avenue

Ft. Lauderdale Fl. 33308 USA. - Tel. / Fax. (954) 938-8078

August 14, 1998 / 11:51

P98000072440

To: Florida Department of State

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-08/17/98--01135--004

***122.50 ***122.50

Division of corporations
409 East Gaines Street
Tallahassee, FL 32399

Please find proposed articles of incorporation for Management Monitor Systems International Corporation for your filing., also find a personal check # 514 \$ 122.50 as filing fee.

Enclosed is also a overnight envelope for fast response,

Sincerely



Torbjorn G. Lofgren

FILED
98 AUG 17 PM 12:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TA-8/19/98

ARTICLES OF INCORPORATION

ARTICLE I; NAME

The name of the corporation is:

MANAGEMENT MONITOR SYSTEMS INTERNATIONAL CORPORATION

ARTICLE II; DURATION

This corporation shall exist perpetually, commencing on the date of the filing of these Articles of Incorporation.

ARTICLE III PURPOSE

This corporation is organized to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. Without limiting the foregoing, this corporation is organized for the purpose of engineering and design management, manufacturing, purchasing, or otherwise acquiring 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 and services of every class, kind and description; to make, execute and receive contracts or assignments or delegations therefore or relating thereto or connected therewith, to manufacture, produce, adapt and prepare, and deal in and/or with any materials, articles or things incidental or required for use in connection with any of said activities; and to manage other corporations and to establish affiliate corporations, domestic and international including international banking; engage in general industry, and to carry on any business which can be advantageously pursued in conjunction with or incidental to any of the above purposes.

ARTICLE IV CAPITAL STOCK

This corporation is authorized to issue ONE THOUSAND (1,000) shares of common stock having no par value.

ARTICLE V INITIAL REGISTERED OFFICE AND AGENT

This street address of the initial registered office of this corporation is 5295 N.E. 20th Avenue, Fort Lauderdale, Florida 33308 and the name of the initial registered agent of this corporation at that address is TORBJORN G. LOFGREN

ARTICLE VI INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) officers and two (2) directors initially. The number of directors and the number and designation of officers may be either increased or diminished from time to time by the bylaws but shall never be less than one. The names of and the addresses of the initial officer and director of this corporation are:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VITALIY G. PANASENKO
4553 N. Ocean Drive
Lauderdale By the Sea , Florida
Passport # 50 0241335

Torbjorn G. Lofgren
5295 N.E. 20th-Avenue
Fort Lauderdale, Florida
Passport # 90 265485

ARTICLE VII INCORPORATION

The name and address of the person signing these Articles of Incorporation is:
TORBJORN G. LOFGREN, 5295 N.E. 20th Avenue, Fort Lauderdale, Florida 33308.

ARTICLE VIII INDEMNIFICATION

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, as provided by law and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned as Incorporator, has executed these Articles of Incorporation this 14 day of August 1998.

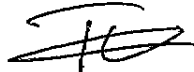


TORBJORN G. LOFGREN

**STATE OF FLORIDA
COUNTY OF BROWARD**

BEFORE ME, the undersigned authority, this day personally appeared **TORBJORN G. LOFGREN**, to me known personally to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county last aforesaid this 14 day of 1998.



.....
Torbjorn G. Lofgren

FLX 426-857-31-208-0

**STATE OF FLORIDA
COUNTY OF BROWARD**

Before me, the undersigned authority, this day personally appeared **Torbjorn G. Lofgren**, to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed same.

OFFICIAL NOTARY SEAL
MARIA COOPER
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC627572
MY COMMISSION EXP. MAR. 6, 2001



8/14/98

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

In compliance with Section 48.091 and Section 607.034, Florida Statutes, the following is submitted:

That Management Monitor Systems International Corporation desiring to organize under the laws of the State of Florida, with its initial principal office, as indicated in the Articles of Incorporation, at 5295 N.E. 20th Avenue, Fort Lauderdale, County of Broward, State of Florida, has named TORBJORN G. LOFGREN as its agent to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.



TORBJORN G. LOFGREN

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98 AUG 17 PM 12:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA