

ND00000002308

Transmittal Letter

October 9, 1999

Department of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

300003193213-7
-04/03/00-01090-020
*****78.75*****78.75

attn: Secretary of State

Subject: Incorporation of: **Open Systems Database Association Inc.**

Dear Secretary

Please enter the attached original application for incorporation of a NOT FOR PROFIT corporation. I have enclosed the Articles of Incorporation for:

Open Systems Database Association Inc.

along with a check for \$78.75 in payment of the following fees:

\$ 35.00 Florida Corporation not-for profit, filing fee
35.00 Certificate designating Registered Agent
8.75 Certified Copy
=====

\$ 78.75 Total fees

Please include a certified copy of the charter document upon issuance of the corporate charter.

From:
Lee Bacall
1640 Riverland Road,
Ft Lauderdale, Florida 33312

If you have any questions concerning the attached application, please call me at (954) 791-8575.

Sincerely


Lee Bacall
LDB/tm

Enclosures
1 original Articles of Incorporation
1 copy of the Articles of Incorporation

FILED
00 APR -3 12:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CB
4-6-00
5

ARTICLES OF INCORPORATION
Of Open Systems Database Association Inc.

The undersigned herewith executes and submits the following articles of incorporation for the purpose of organizing a **NOT FOR PROFIT corporation** under the laws of the State of Florida.

Article I - Name

The name of the Corporation is:

"Open Systems Database Association Inc.", and its business may be carried on within and without the State of Florida, The United States of America and foreign countries, as may from time to time be deemed desirable or expedient.

Article II - Principal Office

The principal place of business of the corporation shall be:

3803 Little Avenue, Coconut Grove, Florida 33133, Dade County, Florida.

The registered office of the corporation shall be:

3803 Little Avenue, Coconut Grove, Florida 33133, Dade County, Florida.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article III - Purpose

1. The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.
2. Any meetings of the Stockholders or directors may be held within or without the State of Florida at such places as the By-Laws or the Board of Directors may designate.
3. The corporation may keep the books of the company outside the State of Florida except as may otherwise be provided by law.
4. To make By-Laws not inconsistent with the Constitution or laws of the United States or of this State or with these Articles of Incorporation.
5. The primary purpose of this corporation shall be education.

Article IV - Manner of Election of Directors

The directors of the corporation shall be elected by a plurality of votes by the members at large of the Corporation, or by any method so designated in the By-Laws which shall be consistent with the laws of the State of Florida and that of the United States.

Article V - Perpetual Existence

Existence: The corporation is to have perpetual existence.

Article VI - Incorporator(s)

The affairs of the corporation shall be conducted by a Board of not less than two Directors, who need not be a resident of the State of Florida. The names and street addresses of the first Board of Directors, who, subject to the provisions of these Articles of Incorporation, shall hold office for the first year of the corporation's existence or until their successors are elected and shall have qualified, are the following:

Name	Address
President - Michael Hollar,	6201 U.S. 41 North # 2222, Palmetto, FL 34221
Vice-President - Ralph Sanders	900 SW 11 Avenue, Ft Lauderdale, FL 33315
Secretary/Treasurer - Donna Holdsworth -	Ft Lauderdale, FL

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ARTICLES OF INCORPORATION

Of Open Systems Database Association Inc.

Article VII - Board of Directors

The number of Directors of the corporation may be increased or decreased to not less than two, as may be provided by the By-Laws. The By-Laws may prescribe the number of Directors necessary to constitute a quorum of the Board of Directors which number may be less than the majority of the whole Board of Directors.

In case of vacancy in the Board of Directors through death, resignation, disqualification or other cause, such vacancy shall be filled for the un-expired term by the affirmative vote of a majority of the remaining Directors. In case of any increase in the number of Directors, the additional Directors shall be elected by the affirmative vote of a majority then in office and shall hold office until the next regular election of Directors as provided in the By-Laws. In furtherance and not in limitation of the powers conferred by the general laws of the State of Florida, the Board of Directors is expressly authorized:

1. Subject to the By-Laws, if any, adopted by the incorporators, to make, alter, amend or repeal the By-Laws of the corporation.
2. From time to time to determine whether and to what extent and which times and place and under what conditions and regulations the accounts and books of the corporation, other than the stock ledger, or any of them shall be open to inspection of stockholders; and no stockholder shall have any right of inspecting any account, book or document of the corporation except as conferred by statute, unless authorized by a resolution of the stockholders or Directors.

Director Voting:

Any Director of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he is also a Director of such subsidiary or controlled company.

Conduct of Business:

The business of said corporation shall be conducted by a Board of Directors as above mentioned as may be provided for in the the By-Laws of said corporation, and the following officers, to wit: The President, the Vice President, The Secretary and the Treasurer, providing that the same person may hold any two or more offices except the same person may not be both President and Secretary. The members of said Board of Directors shall be elected at an annual meeting of the stockholders of said corporation, each and every year, during a month provided for in the By-Laws. Officers shall be elected by the members of said Board of Directors; provided, however, anything herein to the contrary notwithstanding, the original incorporators, their successors or assigns, or the Board of Directors may, at any time, determine that the business of the corporation shall be conducted pursuant to the provisions of Chapter 607 of the Florida Statutes, 1990 or any law replacing or amending said law and thereafter the business of the corporation shall be conducted in accord therewith.

Maximum Indebtedness:

The highest amount of indebtedness or liability to which this corporation can at any time subject itself is unlimited.

Cumulative Voting:

Cumulative voting may be permitted by the terms of the By-Laws.


Effective Date

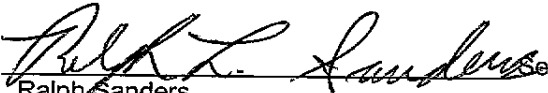
The effective date of this corporation shall be the date when these Articles are filed in the Office of the Secretary of State of the State of Florida.


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**ARTICLES OF INCORPORATION
Of Open Systems Database Association Inc.**

Affirmation of Incorporators

 Seal
Michael Hollar

 Seal
Ralph Sanders

 Seal
Donna Holdsworth

STATE OF FLORIDA }
 } SS:
COUNTY OF DADE }

ON THIS DAY, before me, an officer duly authorized to administer oaths and take acknowledgements in the County and State aforesaid, personally appeared

Michael Hollar, Ralph Sanders and Donna Holdsworth

who are well known to be the Incorporators described in and who executed the foregoing Articles of Incorporation of:

Open Systems Database Association Inc.

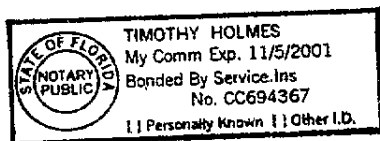
and who acknowledged that they executed the same as such Incorporators for the purposes therein expressed.

WITNESS my hand and official seal at Cocoa Beach, Florida, on this ^{11th day of March 2000} ~~ninth day of October 1999~~ *dyb*

My commission expires: 
Notary Public, State of Florida at Large

3-11-2000

End of Page 3



**ARTICLES OF INCORPORATION
Of Open Systems Database Association Inc.**

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

In pursuance of Chapter 607.0501, Florida Statutes, the under signed corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. Name of the corporation is: **Open Systems Database Association Inc.**
2. Name and address of the registered agent and office is:
John W. Powers
3803 Little Avenue
Coconut Grove, Florida 33133

County of Dade as its agent to accept service of process within this State.

Signature _____
(Corporate Officer)

Title _____ President _____

Date ~~October 10, 1999~~
MARCH 11, 2000 *Ben*

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.

John W Powers

Resident Agent
Registered Agent
March 11, 2000
Date

FILED
00 APR -3 PM 12:37
SECRETARY OF STATE
TALAHASSEE, FLORIDA