

Charter Number Only

N9700006973

Requestor's Name  
Oppenheim + Filelsky  
Address  
1290 Weston Road #300  
Ft. Lauderdale, FL 33326

City State ZIP Phone  
(954) 384-6114

DITION ONLY

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-12/11/97--01004--017  
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CORPORATION(S) NAME

Technology of Today, Inc.



Empire Toll Free: 1-800-432-3028

RECEIVED  
97 DEC 11 AM 9:58

FILED  
97 DEC 16 PM 1:13

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| <input checked="" type="checkbox"/> Profit         | <input type="checkbox"/> Amendment          | <input type="checkbox"/> Merger                     |
| <input type="checkbox"/> NonProfit                 | <input type="checkbox"/> Dissolution        | <input type="checkbox"/> Mark                       |
| <input type="checkbox"/> Foreign                   | <input type="checkbox"/> Annual Report      | <input type="checkbox"/> Other                      |
| <input type="checkbox"/> Limited Partnership       | <input type="checkbox"/> Reservation        | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reinstatement             | <input type="checkbox"/> Photo Copies       | <input type="checkbox"/> Certificate Under Seal     |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready    | <input type="checkbox"/> Call If Problem            |
| <input type="checkbox"/> Walk In                   | <input type="checkbox"/> After 4:30         | <input type="checkbox"/> Mail Out                   |
| <input type="checkbox"/> Will Wait                 | <input checked="" type="checkbox"/> Pick Up |                                                     |

Name	
Availability	
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Acknowledgment	
W.P. Verifier	

Certified copy  
7  
3 Dec 1997



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

December 11, 1997

EMPIRE

TALLAHASSEE, FL

SUBJECT: TECHNOLOGY OF TODAY, INC.  
Ref. Number: W97000027694

We have received your document for TECHNOLOGY OF TODAY, INC.. However, the document has not been filed and is being returned for the following:

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

Please return the original and one copy of 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 (850) 487-6934.

Loria Poole  
Corporate Specialist

Letter Number: 597A00058363

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97 DEC 16 PM 12:12  
DEPARTMENT OF STATE  
TALLAHASSEE, FL 32314

ARTICLES OF INCORPORATION OF  
TECHNOLOGY OF TODAY, INC.

(a Florida corporation not for profit)

The undersigned, acting as incorporators of Technology of Today, Inc., Under the Florida Not For Profit Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is Technology of Today, Inc., a Florida corporation not for profit.

ARTICLE II. TERM.

This corporation shall have perpetual existence unless terminated sooner in accordance with the laws of the State of Florida.

ARTICLE III. INCORPORATOR

The name and street address of the incorporators are as follows:

Bobby L. Fort  
Roy D. Oppenheim, Esq.  
c/o Oppenheim & Pilelsky, P.A.  
1290 Weston Road, Suite #300  
Weston, Florida 33326

ARTICLE IV. PRINCIPAL OFFICE

The principal office and mailing address of the corporation is c/o Oppenheim & Pilelsky, P.A., 1290 Weston Road, Suite 300, Weston, Florida 33326.

ARTICLE V. PURPOSE

This corporation is organized and shall be operated exclusively for charitable, educational or scientific purposes and to engage in such other pursuits as allowed by Florida Statutes governing corporations not-for-profit.

For the above purposes, the corporation is empowered to exercise all rights and powers conferred by the laws of the State of Florida upon non-profit corporations including, but without

limitation thereon, to receive gifts, devises, bequests and contributions in any form, and to use, apply, invest and reinvest the principal and income therefrom or distribute the same for the above purposes.

#### ARTICLES VI. DISTRIBUTION OF SURPLUS ON LIQUIDATION

Upon the liquidation, dissolution or other discontinuance of the charitable activities and operations of the Corporation, no surplus remaining after payment of the just debts and liabilities of the Corporation shall be distributed to or among the members of the Corporation, but after making provision for the payment of all of the liabilities of the Corporation, the remaining assets shall be distributed, as selected by the Board of Directors, to such other organization or organizations as are exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law.

#### ARTICLE VII. BOARD OF DIRECTORS

The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of Directors of the corporation may be increased or diminished from time to time in the manner provided in the Bylaws but shall never be less than ~~three~~ (3). The manner in which the directors are to be elected or appointed is as stated in the Bylaws.

#### ARTICLE VIII. INDEMNIFICATION

Every person who now, is or hereafter shall be a Director or Officer of the corporation shall be indemnified by the corporation to the fullest extent now or hereafter permitted by law.

#### ARTICLE IX. BYLAWS

The Board of Directors of this corporation may provide such Bylaws for the conduct of the business of the corporation and the carrying out of its purposes as such Directors may deem necessary from time to time. The Bylaws may be altered, amended or repealed, and new and other Bylaws may be made and adopted, at any annual or regular meeting of the Board of Directors of this corporation, or at any special meeting called for that purpose, by the affirmative vote of a majority of the Directors then in office.

#### ARTICLE X. AMENDMENTS TO ARTICLES OF INCORPORATION

An amendment to these Articles of Incorporation may be adopted at a meeting of the Board of Directors by a majority vote of the Directors then in office.

#### ARTICLE XII. LIMITATIONS

A. No earnings of the Corporation shall inure in whole or in part to the benefit of private individuals or its members, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes.

B. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation.

C. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations, as they now exist or as they may hereafter be amended, or by an organization, the contributions to which are deductible under Section 170(c)(2) of such Code and regulations as they now exist or as they may hereafter be amended.

D. In the event that the Corporation is deemed to be a "private foundation" within the meaning of Section 509 of the Internal Revenue Code of 1986, as amended, then:

1. The Corporation will distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by

Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

2. The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

3. The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

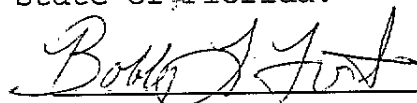
4. The Corporation will not make any investments in a manner that would subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

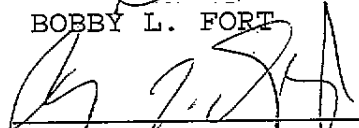
5. The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

#### ARTICLE XI. INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent of this corporation is Legal Information Services, Inc. 1290 Weston Road, Suite 300, Weston, Florida 33326.

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation on this 9th day of December, 1997, for the purpose of forming this corporation not-for-profit under the laws of the State of Florida.

  
BOBBY L. FORT

  
ROY D. OPPENHEIM

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned 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. The name of the corporation is: Technology of Today, Inc.
2. The name and street address of the registered agent and office is: Legal Information Services, Inc., 1290 Weston Road, Suite 300, Weston, Florida 33326

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.

LEGAL INFORMATION SERVICES, INC.

BY: 

ROY D. OPPENHEIM  
VICE PRESIDENT

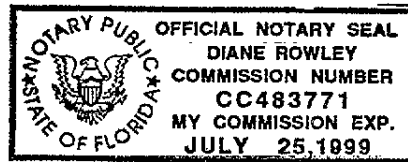
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STATE OF FLORIDA )  
COUNTY OF BROWARD )

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Bobby L. Fort and Roy D. Oppenheim, Esquire, who are both personally known to me and who are known to me to be the person(s) who executed the foregoing instrument and acknowledged before me that they executed the same freely and voluntarily for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 9th day of December, 1997.

Diane Rowley  
Notary Public  
State of Florida at Large  
My Commission Expires:



FILED  
97 DEC 16 PM 1:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA