

P000000019643

ERIC BARBERIO  
1077 Sanctuary Cove Drive  
North Palm Beach, FL 33410

January 20, 2000

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

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-02/21/00--01097--016

\*\*\*122.50 \*\*\*\*\*78.75

Re: HEURISTICS CORPORATION

To whom it may concern:

Enclosed please find the Articles of Incorporation of the above referenced corporation together with my check in the amount of \$122.50. Please file these Articles of Incorporation and forward the Corporate Charter to the undersigned in the enclosed self addressed stamped envelope as soon as possible.

If you need anything further at this time, please contact my Attorney Michael Skop, Esq. at (305) 899-8588.

Very truly yours,

ERIC BARBERIO

MS/bjb

Enc.

FILED  
00 FEB 21 PM 2:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. Burch FEB 24 2000

FILED

ARTICLES OF INCORPORATION  
OF  
HEURISTICS CORPORATION

00 FEB 21 PM 2:16

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned, being of legal age, do hereby associate for the purpose of becoming a corporation under the laws of the State of Florida authorizing the formation of corporations.

ARTICLE I

The name of the corporation shall be HEURISTICS CORPORATION.

ARTICLE II

The general nature of the business and the object and purposes proposed to be transacted and carried on are to engage in and all activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows: 500 shares at \$1.00 par value.

ARTICLE IV

This corporation shall exist perpetually unless sooner dissolved according to the law and said corporation's existence shall commence on the date of subscription and acknowledgment of this Certificate of Incorporation.

ARTICLE V

The initial street address of said corporation shall be at 1077 Sanctuary Cove Drive, North Palm Beach, FL 33410.

ARTICLE VI

The number of directors of this corporation shall not be less than one (1) nor more than seven (7). The corporation shall initially have one (1) Director.

ARTICLE VII

The corporation shall be managed by a Board of Directors unless the stockholders shall by a majority vote hereafter determine that the corporation shall be managed by the stockholders. If the corporation is managed by Directors, the exact number of Directors shall be determined by the stockholders from time to time, but at no time shall there be less than one (1) director. At no time shall the corporation be managed by the stockholders unless there is at least one (1) stockholder.

#### ARTICLE VIII

Any restrictions imposed by the corporation on the sale or other disposition of its shares and on the transfer thereof must be noted conspicuously on each certificate representing shares to which the restriction applies.

#### ARTICLE IX

The name and address of the incorporator to these Articles of Incorporation is Eric Barberio, 1077 Sanctuary Cove Drive, North Palm Beach, FL 33410.

#### ARTICLE X

The name and addresses of the first Board of Directors of this corporation, who shall hold office for the first year or until their successors are elected shall be:

NAMES	ADDRESSES	OFFICE
ERIC BARBERIO	1077 Sanctuary Cove Drive, North Palm Beach, FL 33410	Chairman/CEO
HECTOR LUCIANO	1077 Sanctuary Cove Drive, North Palm Beach, FL 33410	President
RAINFORD KNIGHT	20937 St. Andrews Blvd., #17 Boca Raton, FL 33433	Vice President/ Secretary

#### ARTICLE XI

These Articles may be amended, when approved by a majority of the Directors and stockholders.

The corporation shall indemnify directors or officers, or subscribers and their heirs, and assigns, against all expenses, actually and necessarily incurred in connection with the defense or settlement of any claim action, suit or proceeding in which they be reason of being or having been directors or officers, except in relation to matters as to which any such directors or officer shall be adjudged to be liable for gross negligence or willful misconduct in the performance of duty. Such indemnification shall be in addition to any other rights to which the indemnification may be entitled under the law, or by-law, agreement, vote of stockholders, or otherwise.

The private property of the Stockholders shall not be subject to the payment of the corporate debts in any extent whatever.

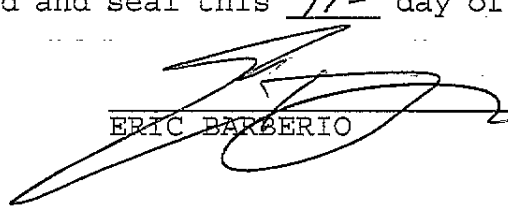
#### ARTICLE XII

The Registered Agent to accept service of process within this State for said corporation shall be: ERIC BARBERIO, 1077 Sanctuary Cove Drive, North Palm Beach, FL 33410.

Having been named to accept service of process for the above stated corporation at the place designated, herein, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act to keeping open said office.

  
ERIC BARBERIO

IN WITNESS WHEREOF, I, the undersigned, being the incorporator, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, does make and file this Certificate, hereby declaring and certifying that the facts herein stated are true, and do respectively agree to take the number of shares hereinabove set forth, and hereunto set my hand and seal this 17<sup>th</sup> day of January, 2000. February

  
ERIC BARBERIO

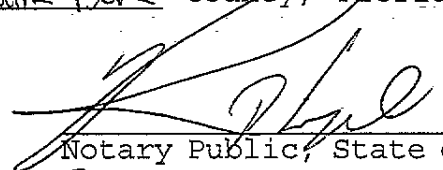
STATE OF FLORIDA:  
COUNTY OF Palm Bch:

BEFORE ME the undersigned authority personally appeared, ERIC BARBERIO, to me well known and known by me to be the individual described in, and who executed the foregoing Certificate of Incorporation, and who has acknowledged before me that he executed the same for the purposes therein expressed.

personally known or  
X produced Driver's license as identification

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at West Palm, Palm Bch County, Florida on this 17<sup>th</sup> day of January, 2000.

My commission expires: 7/20/02

  
Notary Public, State of Florida

Robert Thompson

