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Robert A. Shupack
ATTORNEY AT LAW

THE SANCTUARY, SUITE 300 D
4800 N. FEDERAL HIGHWAY
BOCA RATON, FLORIDA 33431

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TELEPHONE (561) 416-4003
(561) 394-8235
FACSIMILE (561) 394-8316

February 19, 2000

Florida Divisions of Corporations
409 East Gaines Street
Tallahassee, FL. 32399

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-03/01/00--01116--010
*****78.75 *****78.75

Re: Agencyengine, Inc.- Filing Article of Incorporation

Dear Sir / Madam:

Please find enclosed the following items:

1. Articles of Incorporation of Agencyengine, Inc.
2. Check in the amount of \$78.75 for the filing fee and a certified copy
3. Prepaid shipping label for UPS Next Day Air

Please return the Stamped Certified Copy UPS Next Day Air to Robert A. Shupack, Esq.
at your earliest convenience.

Sincerely,



Robert A. Shupack, Esq.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
AGENCYENGINE, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation is **Agencyengine, Inc.**

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 1526 Michigan Avenue, Suite 2, Miami Beach, FL 33139.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is ONE HUNDRED (100) shares, having a par value of (\$1.00) per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is **Robert A. Shupack, Esq., 4800 North Federal Highway, Suite 300D, Boca Raton, FL 33431.**

ARTICLE V: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is **Robert A. Shupack, Esq., 4800 North Federal Highway, Suite 300D, Boca Raton, FL 33431.**

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The name and address of the initial Board of Directors of the corporation is **Robert E. Walker, 1526 Michigan Avenue, Suite 2, Miami Beach, FL 33139.**

ARTICLE VII: SPECIAL PROVISIONS


A. It is the intent of the incorporator and directors that the corporation qualify under Section 1244 of the Internal Revenue Code and that the corporation file as a Sub S Corporation. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

B. It is the intent of the incorporator and directors that the corporation and its shareholders, pursuant to Sec. 607.0731, Fla. Stat., provide for the manner in which they will vote their shares.

C. It is the intent of the incorporator and directors that the corporation, pursuant to Sec. 607.0630, Fla. Stat., elect to have preemptive rights, and those rights of shareholders shall be granted on uniform terms and conditions prescribed by the directors to provide a fair and reasonable opportunity to exercise the right to acquire proportional amounts of the corporation's unissued shares upon the decision of the directors to issue them.

The undersigned has executed these Articles of Incorporation this 29 day of

February, 2000.



ROBERT A. SHUFACK, Esq.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION

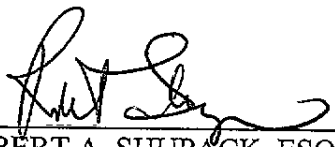
REGISTERED AGENT/REGISTERED OFFICE

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: Agencyengine, Inc.
2. The name and street address of the registered agent and office is Robert A.

Shupack, Esq., 4800 North Federal Highway, Suite 300D, Boca Raton, FL 33431.

I HAVE 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.


ROBERT A. SHUPACK, ESQUIRE

Dated: February 29, 2000