

TRANSMITTAL LETTER
PO00000624433

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

SUBJECT: ALL I.Q. INC.
(Proposed corporate name - must include suffix)

200003163962--6
-03/09/00--01079--001
*****80.00 *****78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate of Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

RECEIVED

00 MAR -9 PM 12:46

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Angela Winger
Name (Printed or typed)

1960 N.E. 45th ST
Address

FT. LAUDERDALE, FL. 33308
City, State & Zip

(561) 392-4813
Daytime Telephone number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

Mail Out

NOTE: Please provide the original and one copy of the articles.

MAR 09 2000

ARTICLES OF INCORPORATION

ARTICLE I

The name of the corporation incorporated hereunder shall be All In One

ARTICLE II

The principal place of business and mailing address of the above-named corporation shall be at 1960 N.E. 45th Street, Ft. Lauderdale, FL 33308.

ARTICLE III

The primary purpose for which this corporation is organized is to design, develop, and implement data systems that provide customers with a means to store, represent, and manipulate information and deploy a structured user interface that allows access to the general consumer market; notwithstanding the foregoing specific statement of purpose, the corporation reserves the right to transact any and all business which a corporation can lawfully transact within the State of Florida and any other state in which this corporation does business and to do all things necessary or convenient to carry out its business and affairs.

ARTICLE IV

The number of shares of stock authorized to be issued pursuant to this incorporation is as follows:

1. One Hundred (100) shares of Class A voting common stock;
2. One Hundred (100) shares of Class B non-voting common stock.

Nothing shall prohibit the corporation from authorizing issuance of additional shares of stock, including all classes of common or preferred stock, with any rights the Board of Directors deems appropriate at any time in the future.

ARTICLE V

The names and addresses of the initial officer(s) and director(s) are as specified in the corporation bylaws.

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and make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by the contracting corporation; a corporation which owns, directly or indirectly, a majority of the outstanding stock of the contracting corporation; or a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by a corporation which owns, directly or indirectly, the majority of the outstanding stock of the contracting corporation, which contracts of guaranty and suretyship shall be deemed to be necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation, and make other contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation;

(8) To lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment;

(9) To conduct its business, locate offices, and exercise the powers granted by this act within or without this state;

(10) To elect directors and appoint officers, employees, and agents of the corporation and define their duties, fix their compensation, and lend them money and credit;

(11) To make and amend bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for managing the business and regulating the affairs of the corporation;

(12) To make donations for the public welfare or for charitable, scientific, or educational purposes;

(13) To transact any lawful business that will aid governmental policy;

(14) To make payments or donations or do any other act not inconsistent with law that furthers the business and affairs of the corporation;

(15) To pay pensions and establish pension plans, pension trusts, profit-sharing plans, share bonus plans, share option plans, and benefit or incentive plans for any or all of its current or former directors, officers, employees, and agents and for any or all of the current or former directors, officers, employees, and agents of its subsidiaries;

(16) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his or her death shares of its stock owned by the shareholder or by the spouse or children of the shareholder; and

ARTICLE VI

The name and Florida street address of the initial registered agent are:

Angela Winger
1960 N.E. 45th Street
Ft. Lauderdale, FL 33308

ARTICLE VII

The name and address of the Incorporator(s) hereof are:

Angela Winger
1960 N.E. 45th Street
Ft. Lauderdale, FL 33308

ARTICLE VIII

The corporation shall have all powers authorized or not prohibited by law, including but not limited to the following:

- (1) To sue and be sued, complain, and defend in its corporate name;
- (2) To have a corporate seal, which may be altered at will and to use it or a facsimile of it, by impressing or affixing it or in any other manner reproducing it;
- (3) To purchase, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal with real or personal property or any legal or equitable interest in property wherever located;
- (4) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, and otherwise dispose of all or any part of its property;
- (5) To lend money to, and use its credit to assist, its officers and employees in accordance with s. 607.0833;
- (6) To purchase, receive, subscribe for, or otherwise acquire; own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of; and deal in and with shares or other interests in, or obligations of, any other entity;
- (7) To make contracts and guarantees, incur liabilities, borrow money, issue its notes, bonds, and other obligations (which may be convertible into or include the option to purchase other securities of the corporation), and secure any of its obligations by mortgage or pledge of any of its property, franchises, and income

(17) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other entity.

ARTICLE IX

The existence and duration of this corporation shall be perpetual.

ARTICLE X

These Articles of Incorporation are effective upon filing with and acceptance by the Division of Corporations.

In witness whereof, the undersigned signs her name hereto as initial incorporator of this corporation.

Signed and dated this 5 day of March, 2000



ANGELA WINGER
Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE AS REGISTERED AGENT

Having been designated as registered agent to accept service of process for the above-named corporation at the address above designated, I hereby accept appointment as registered agent and agree to act in such capacity. I agree to comply with all provisions of law as they relate to the performance of my duties, and I accept the obligations of registered agent.


ANGELA WINGER
Registered Agent

DATE: 3/5/00