

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

PO00000647106

ADSP, Inc.

100003247941--1
-05/11/00--01032--017
*****70.00 *****70.00

<input checked="" type="checkbox"/>	Art of Inc. File	Photo
<input type="checkbox"/>	LTD Partnership File	
<input type="checkbox"/>	Foreign Corp. File	
<input type="checkbox"/>	L.C. File	
<input type="checkbox"/>	Fictitious Name File	
<input type="checkbox"/>	Trade/Service Mark	
<input type="checkbox"/>	Merger File	
<input type="checkbox"/>	Art. of Amend. File	
<input type="checkbox"/>	RA Resignation	
<input type="checkbox"/>	Dissolution / Withdrawal	
<input type="checkbox"/>	Annual Report / Reinstatement	
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<input type="checkbox"/>	Certificate of Good Standing	
<input type="checkbox"/>	Certificate of Status	
<input type="checkbox"/>	Certificate of Fictitious Name	
<input type="checkbox"/>	Corp Record Search	
<input type="checkbox"/>	Officer Search	
<input type="checkbox"/>	Fictitious Search	
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<input type="checkbox"/>	Driving Record	
<input type="checkbox"/>	UCC 1 or 3 File	
<input type="checkbox"/>	UCC 11 Search	
<input type="checkbox"/>	UCC 11 Retrieval	
<input type="checkbox"/>	Courier	

FILED
00 MAY 11 PM 1:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
RECEIVED
00 MAY 11 AM 9:50
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Signature _____

Requested by: LM 5/11 9:25

Name _____ Date _____ Time _____

Walk-In _____ Will Pick Up _____

SMITH MAY 11 2000

CERTIFICATE OF INCORPORATION OF

A D S P, INC.

WE, THE UNDERSIGNED, HEREBY ASSOCIATE OURSELVES TOGETHER FOR THE PURPOSE OF BECOMING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA, BY AND UNDER THE PROVISIONS OF THE STATUTES OF THE SAID STATE OF FLORIDA.

ARTICLE I

THE NAME OF THE CORPORATION SHALL BE:

A D S P, INC.

ARTICLE II

THE CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND OF THE STATE OF FLORIDA.

ARTICLE III

THE MAXIMUM NUMBER OF SHARES OF CAPITAL STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY TIME IS **FIVE HUNDRED (500) SHARES** OF COMMON STOCK, HAVING A PAR VALUE OF **ONE (\$1.00) DOLLAR PER SHARE**.

ARTICLE IV

THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION WILL BEGIN BUSINESS SHALL BE THE SUM OF NOT LESS THAN **FIVE HUNDRED (\$500.00) DOLLARS**.

ARTICLE V

THIS CORPORATION SHALL EXIST PERPETUALLY UNLESS SOONER DISSOLVED ACCORDING TO LAW.

ARTICLE VI

THE INITIAL STREET ADDRESS OF THE PRINCIPAL OFFICE OF THE CORPORATION SHALL BE:

4050 NW 88TH AVENUE #1 E
SUNRISE, FLORIDA 33351

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00 MAY 11 PM 27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII

THE NUMBER OF DIRECTORS OF THIS CORPORATION SHALL BE AT LEAST ONE (1) AND NO MORE THAN FIVE (5).

ARTICLE VIII

THE NAMES AND STREET ADDRESSES OF THE FIRST BOARD OF DIRECTORS OF THIS CORPORATION ARE AS FOLLOWS:

<u>SYLVIA PINTO</u>	<u>ANAT DODDS</u>
<u>4050 NW 88TH AVENUE #1 E</u>	<u>12640 SW 7TH COURT</u>
<u>SUNRISE, FL. 33351</u>	<u>FT. LAUDERDALE, FL. 33325</u>

ARTICLE IX

THE NAMES AND STREET ADDRESSES OF THE PERSONS SIGNING THESE ARTICLES OF INCORPORATION AS SUBSCRIBER IS AS FOLLOWS:

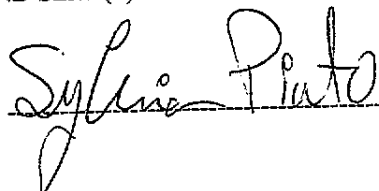
SYLVIA PINTO
4050 NW 88TH AVENUE # 1 E
SUNRISE, FLORIDA 33351

ANAT DODDS
12640 SW 7TH COURT
FT. LAUDERDALE, FLORIDA 33325

ARTICLE X

THE CORPORATE EXISTENCE OF THIS CORPORATION SHALL BEGIN ON THE DATE THE ARTICLES OF INCORPORATION ARE FILED OF RECORD.

IN WITNESS WHEREOF, THE UNDERSIGNED, SYLVIA PINTO AND ANAT DODDS, BOTH BEING NATURAL PERSONS, COMPETENT TO CONTRACT, HAS HEREUNTO SET HIS HAND(S) AND SEAL(S) THIS 8TH DAY OF MAY, 2000.

 (SEAL)

At D.L. (SEAL)

(SEAL)

(STATE OF FLORIDA)

COUNTY OF BROWARD)

BEFORE ME, THE UNDERSIGNED NOTARY PUBLIC OF THE STATE OF FLORIDA,
PERSONALLY APPEARED SYLVIA PINTO AND ANAT DODDS, TO ME WELL KNOWN TO
BE THE INDIVIDUALS DESCRIBED IN AND WHO EXECUTED THE FORGOING ARTICLES OF
INCORPORATION, AND THEY ACKNOWLEDGED BEFORE ME THAT THEY HAVE EXECUTED
THE SAME FREELY AND VOLUNTARILY FOR THE PURPOSE THEREIN EXPRESSED.

WITNESS MY HAND AND OFFICIAL SEALS THIS 8TH DAY OF MAY, 2000.

JENNIE KREITZ EDEL

(NOTARY SEAL)

PERSONALLY KNOWN OR PRODUCED IDENTIFICATION
TYPE OF IDENTIFICATION PRODUCED - DRIVER'S LICENSE

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

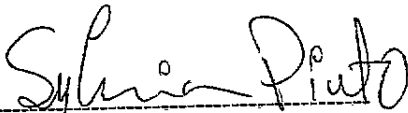
IN PURSUANCE OF CHAPTER 48.091, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED, IN COMPLIANCE WITH SAID ACT:

FIRST, THAT A D S P, INC., DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF
FLORIDA WITH ITS PRINCIPAL OFFICES AS INDICATED IN THE ARTICLES OF
INCORPORATION, IN THE CITY OF SUNRISE, COUNTY OF BROWARD, STATE OF FLORIDA,
HAS NAMED SYLVIA PINTO, LOCATED AT 4050 NW 88TH AVENUE, #1 E, SUNRISE, FLORIDA
33351, AS ITS AGENT TO ACCEPT SERVICES OF PROCESS WITHIN THIS STATE.

ACKNOWLEDGMENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT TO
ACT IN THIS CAPACITY, AND AGREE TO COMPLY WITH THE PROVISIONS OF SAID ACT
RELATIVE TO KEEPING OPEN SAID OFFICE.

BY:



SYLVIA PINTO

- RESIDENT AGENT

FILED
00 MAY 11 PM 1:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA