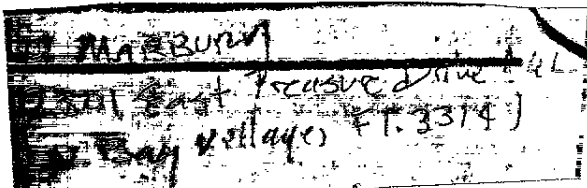


# P00000048149

HOWARD W. MARBURY, JR., ESQ.  
East Treasure Drive  
Apartment 6L  
Miami Beach, Florida 33141

FILED  
00 MAY 15 PM 4:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



March 30, 2000

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

600003226216--8  
-04/27/00--01029--011  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Handheld Solutions, Inc.

Dear Sir or Madam:

Enclosed please find for filing with the Secretary of State an original copy of the Articles of Incorporation for Handheld Solutions, Inc. Also enclosed is a check in the amount of \$78.75 made out to the Secretary of State to cover the costs of filing, as well a pre-addressed, stamped envelope in which the original, filed copy of the Articles of Incorporation may be returned.

Thank you in advance for your attention to this matter. If you have any questions you may call me at (305) 742-7751.

Very Truly Yours,

  
Howard W. Marbury, Jr., Esq.

Enclosures

T. Burch MAY 15 2000



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

April 27, 2000

HOWARD W. MARBURY, JR ESQ.  
7501 EAST TREASURE DRIVE  
APT 6L  
MIAMI BEACH, FL 33141

SUBJECT: HANDHELD SOLUTIONS, INC.  
Ref. Number: W00000011137

We have received your document for HANDHELD SOLUTIONS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and street address must be consistent wherever it appears in your document.

The registered agent must have a Florida street address. A post office box, personal mail box (PMB), or mail drop-box address is not acceptable.

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) 487-6928.

Tim Burch  
Document Specialist

Letter Number: 100A00023188

**ARTICLES OF INCORPORATION OF  
HANDHELD SOLUTIONS, INC.**

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FILED

00 MAY 15 PM 4: 01

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, adopts the following Articles of Incorporation:

**ARTICLE I - NAME**

The name of the corporation is Handheld Solutions, Inc.

**ARTICLE II - NATURE OF BUSINESS**

The general character or nature of the business to be transacted by this corporation shall include any and all lawful business for which corporations may be incorporated under the Florida General Corporations Act.

**ARTICLE III - CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is Ten Thousand (10,000) shares of common stock, each share having the par value of One (\$1.00) Dollar currency of the United States of America.

Shares may be issued only for a consideration having a value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and non-assessable.

**ARTICLE IV - PRE-EMPTIVE RIGHTS**

In the event that any authorized, but unissued stock, is to be issued, or any new class of stock shall be created, or the authorized number of shares of any class shall

be increased, or any bonds, notes, debentures, or other securities, convertible into stock, are to be issued, the holders of shares of the corporation at the time such authorized, but unissued stock, such new class of stock, or such increase is offered for subscription or such bonds, notes, debentures, or other securities convertible into stock, are offered for sale, shall have the right to subscribe for the share of such authorized, but unissued stock, the shares of such new class of stock, the shares of such increased stock, or to buy such bonds, notes, debentures, or other securities, convertible into stock, before the same is offered for public subscription or sale, in proportion to the number of shares owned respectively by each of the holders of such stock.

#### **ARTICLE V - TERM OF EXISTENCE**

This corporation shall have perpetual existence.

#### **ARTICLE VI - ADDRESS**

The initial address of the principal office of this corporation shall be: 7501 East Treasure Drive, Apt. 6L, Miami Beach, FL 33141. The Board of Directors may, from time to time, designate such other address and place for the principal office of this corporation as it may see fit.

#### **ARTICLE VII - DIRECTORS**

The number of directors may be increased from time to time in the manner set forth in the By-laws, but the number of directors shall never be less than one.

#### **ARTICLE VIII- INITIAL DIRECTORS**

The name and address of the first Board of Directors who shall hold office

until their successors are elected or appointed and have qualified, are as follows:

Howard W. Marbury, Jr. - 7501 East Treasure Drive, Apt. 6L, Miami Beach, FL 33141

Howard W. Marbury, Sr.- 1090 North Circle Court, Wintergarden, FL 34787

Michele Marbury - 7501 East Treasure Drive, Apt. 6L, Miami Beach, FL 33141

Larry McMillan - 100 Edgewater Drive, #103 Coral Gables, FL 33133

#### ARTICLE IX - INITIAL OFFICERS

The name and address of the first Officers who shall hold office until their successors are elected or appointed and have qualified, are as follows:

Howard W. Marbury, Jr.	- President
Michele Marbury	- Secretary
Larry McMillan	- Treasurer

#### ARTICLE X - INCORPORATOR

The name and street address of the incorporator of these Articles of Incorporation is Howard W. Marbury, Jr., 7501 East Treasure Drive, Apt. 6L, Miami Beach, FL 33141

#### ARTICLE XI - CONFLICT OF INTEREST

No contract between this corporation and other corporations or another individual shall be invalidated solely by reason of the fact that one or more of the officers or directors of this corporation are officers or directors of the said other corporation, or by reason of the fact that one or more of the officers and directors of this corporation may be the other individual or individuals contracting with this corporation.

## **ARTICLE XII - AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

## **ARTICLE XIII - ADDRESS OF REGISTERED OFFICE**

The initial street address of the registered office of this corporation is 7501 East Treasure Drive, Apt. 6L, Miami Beach, FL 33141. The Board of Directors may from time to time designate such other address and place for the registered office of this corporation as it may see fit.

## **ARTICLE XIV - SERVICE OF PROCESS**

\_\_\_\_\_ All legal service shall be made upon Howard W. Marbury, Sr. ....

## **ARTICLE XV - INDEMNIFICATION OF OFFICERS AND DIRECTORS**

Each director and officer of the corporation now or hereafter serving as such, shall be indemnified and be held harmless by the corporation against any and all claims and/or liabilities to which he has or shall become subject by reason of serving or having served as such director or officer, or by reason of any action alleged to have been taken, omitted, or neglected by him as such director or officer; and the corporation shall

reimburse each such person for all legal expenses including legal expenses on appeal matter.

The right of indemnification herein above provided for shall not be exclusive of any rights to which any director or officer of the corporation may otherwise be entitled by law.

IN WITNESS WHEREOF, the foregoing Articles of Incorporation were executed this 29<sup>th</sup> day of March, 2000.

By:

  
Howard W. Marbury, Jr., Incorporator

STATE OF FLORIDA)  
COUNTY OF DADE )

The foregoing instrument was acknowledged before me this 29<sup>th</sup> day of March, 2000. He is personally known to me.



NOTARY PUBLIC STATE OF FLORIDA AT LARGE

My Commission Expires:



Florencio W Morris  
My Commission CC767099  
Expires August 13, 2002

FILED

00 MAY 15 PM 4:01

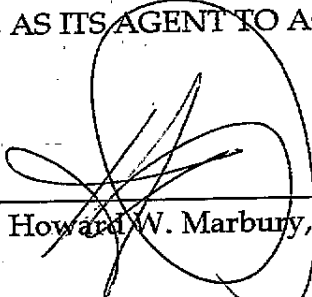
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OF DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

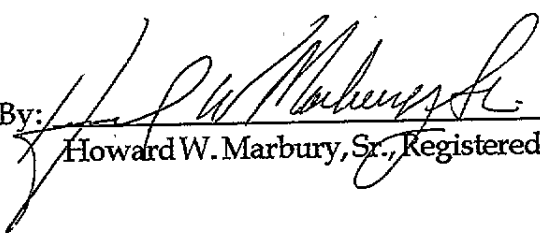
HANDHELD SOLUTIONS, INC., WITH ITS PRINCIPAL PLACE OF BUSINESS  
7501 EAST TREASURE DRIVE, APT. 6L, MIAMI BEACH, FL 33141, HAS NAMED  
HOWARD W. MARBURY, JR., WHOSE MAILING ADDRESS IS 7501 EAST TREASURE  
DRIVE, APT. 6L, MIAMI BEACH, FL 33141, AS ITS AGENT TO ACCEPT SERVICE OF  
PROCESS.

DATED: 5/12, 2000.

By:  Howard W. Marbury, Jr., Incorporator

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-  
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I  
~~HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY~~  
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND  
COMPLETE PERFORMANCE OF MY DUTIES.

DATED: 5/12, 2000.

By:  Howard W. Marbury, Sr., Registered Agent