

PO0000071515



ACCOUNT NO. : 072100000032

REFERENCE : 777499 9542A

AUTHORIZATION : *Patricia Pujate*

COST LIMIT : \$ 70.00

ORDER DATE : July 26, 2000

ORDER TIME : 3:17 PM

ORDER NO. : 777499-005

CUSTOMER NO: 9542A

500003337485--6

CUSTOMER: Michael Feinstein, Esq
Michael Feinstein, Esq

Suite 700
888 East Las Olas Boulevard
Fort Lauderdale, FL 33301

DOMESTIC FILING

NAME: CAY LOGIC CORP.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 1156

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL 26 PM 5:00

RECEIVED
00 JUL 26 PM 4:41
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32301
8/2/00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 JUL 26 PM 5:00

ARTICLES OF INCORPORATION

OF

CAY LOGIC CORP.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

CAY LOGIC CORP.

The address of the principal office of this corporation shall be 888 East Las Olas Boulevard, Suite 700, Fort Lauderdale, Florida 33301 and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 888 East Las Olas Boulevard, Suite 700, Fort Lauderdale, Florida 33301, and the name of the initial registered agent of the corporation at address is Michael L. Feinstein.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE VII. INCORPORATOR

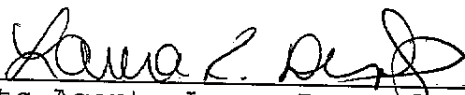
The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on JULY 26, 2000.

CORPORATION SERVICE COMPANY

By:


Its Agent, Laura R. Dunlap

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

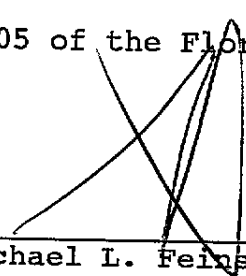
00 JUL 26 PM 5:00

**ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF INCORPORATION**

MICHAEL L. FEINSTEIN, an individual residing in this state having a business office identical with the registered office of the corporation named below and having been designated as the Registered Agent in the above and foregoing Articles of

CAY LOGIC CORP.

is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505 of the Florida Statutes.



Michael L. Feinstein