

TELEPHONE  
(305) 670-8200

LAW OFFICES  
**KENNETH F. DARROW, P.A.**  
9400 SOUTH DADELAND BOULEVARD  
PENTHOUSE 5  
MIAMI, FLORIDA 33156

FACSIMILE  
(305) 670-2048

August 24, 2000

Secretary of State  
State of Florida  
Division of Corporations  
The Capitol  
Tallahassee, Florida 32304

FILED  
00 AUG 28 AM 9:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Gentlemen/Ladies:

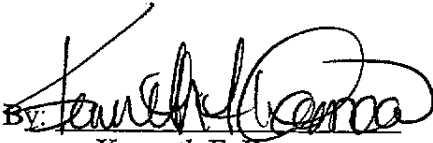
Enclosed please find two (2) original sets of the Articles of Incorporation of Shifting Ahead, Inc., for filing.

The filing fee in the amount of \$78.75 is also enclosed. Please return a certified copy of the Articles of Incorporation to our office.

Should there be any questions, please do not hesitate to contact the undersigned.

Very truly yours,

KENNETH F. DARROW, P.A.

By:   
Kenneth F. Darrow

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-08/28/00--01118--007  
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KFD/cm

Enclosures

cc: Shifting Ahead, Inc.

  
8/31

**ARTICLES OF INCORPORATION**

**OF**

**SHIFTING AHEAD, INC.**

**FILED**

**00 AUG 28 AM 9:13**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

The undersigned, acting as Incorporator(s) for the purpose of becoming a corporation under the Florida Business Corporation Act, as it now exists or may be amended, adopt(s) the following Articles of Incorporation for such corporation:

**ARTICLE I**

Name. The name of this Corporation shall be:

SHIFTING AHEAD, INC.

The initial principal office of the Corporation is:

9400 South Dadeland Boulevard  
Penthouse 5  
Miami, Florida 33156

**ARTICLE II**

Duration. This Corporation shall have perpetual existence, commencing on the subscription and acknowledgment of these Articles, except that in the event the Articles are not filed with the Secretary of State within five (5) days, exclusive of legal holidays, after subscription and acknowledgment hereof, corporate existence shall begin on the date that these Articles are filed with the Secretary of State.

**ARTICLE III**

Purpose. The general nature and purpose of the business to be transacted, promoted and carried on, is to do any and all things hereinafter mentioned, as fully and to the same effect and extent as natural persons might or could do, viz:

A. Pursuant to the laws of the State of Florida, to conduct and transact any and all lawful business. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

#### **ARTICLE IV**

**Capital Stock.** This Corporation is authorized to issue 75,000 shares of \$.10 par value capital common stock which shall be designated "common stock". The sum of the par value of all shares of said capital stock of the Corporation that have been issued shall be the stated capital of the Corporation at any particular time.

#### **ARTICLE V**

**Voting Rights.** Except as otherwise provided by law, the entire voting power for the election of Directors, and for all other purposes, shall be vested exclusively in the holders of the outstanding common shares.

#### **ARTICLE VI**

**Designation of Series.** Preferred shares may be issued from time to time in series. All preferred shares shall be of equal rank and identical, except in respect to the particulars that may be fixed by the Board of Directors herein. The Board of Directors are authorized and required to fix, in the manner and to the full extent provided and permitted by law, all provisions of the shares of each series set forth below:

- A. The distinctive designation of all series and the number of shares which shall constitute such series.
- B. The redemption price or prices, if any, for the shares of each, any or all series.
- C. The annual rate of dividends payable on the shares of all series and the time and manner of payment.
- D. The obligation, if any, of the Corporation to maintain a sinking fund for the periodic redemption of shares of any series and to apply the sinking fund to the redemption of such shares.
- E. The rights, if any, of the shareholders of shares of each series to convert such shares into common shares and the terms and conditions of such conversion.

#### **ARTICLE VII**

**Dividends.** The holders of the outstanding capital stock shall be entitled to receive, when and as declared by majority vote of the Board of Directors, dividends payable either in cash, in property, or in shares of capital stock of the Corporation.

## ARTICLE VIII

**Powers.** This Corporation shall have all those rights, powers and duties as delineated in Florida Statutes, Chapter 607, as it now exists or may hereafter be amended; including, but not limited to, the following general powers:

- A. To have perpetual succession by its corporate name unless a limited period of duration is stated in its Articles of Incorporation.
- B. To sue and be sued, complain and defend in its corporate name in all actions or proceedings.
- C. To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- D. To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- E. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- F. To lend money to, and use its credit to assist its officers and employees in accordance with Florida Statutes Chapter 607.0833, as it now exists or may hereafter be amended.
- G. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, an otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.
- H. To make contracts and guarantees and incur liabilities, borrow money at such rates as the Corporation may determine, issue its note or bonds.
- I. To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- J. To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this State.
- K. To elect or appoint officers and agents for the Corporation and define their duties and fix their compensation.
- L. To make and alter By-Laws, not inconsistent with its Articles of Incorporation or with

the laws of this State, for the administration and regulation of the affairs of the Corporation.

M. To make donations for the public welfare or for charitable, scientific, or educational purposes.

N. To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

O. To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its Directors, Officers and employees, and for any or all of the Directors, Officers and employees of its subsidiaries.

P. To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust or other enterprise.

Q. To have and exercise all powers necessary or convenient to effect its purposes.

#### **ARTICLE IX**

Initial Board of Director(s). This Corporation shall have one (1) Director initially. The number of Directors may be increased from time to time by the By-Laws, but shall never be less than one (1).

#### **ARTICLE X**

Incorporator(s). The name and address of the person(s) signing these Articles is:

Name

Address

Kenneth F. Darrow

9400 South Dadeland Boulevard  
Penthouse 5  
Miami, Florida 33156

#### **ARTICLE XI**

Indemnification. The Corporation shall indemnify any Officer and Director, including former Officers and Directors, in the manner set out and provided for pursuant to the provisions of Section 607.0850 of the Florida Statutes, as amended.

#### **ARTICLE XII**

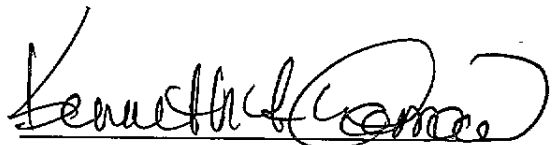
Amendment. This Corporation reserves the right to repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the Shareholders

is subject to this reservation.

**ARTICLE XIII**

Initial Registered Office and Agent. The name and street address of the Initial Registered Agent and Office of this Corporation is as follows: Kenneth F. Darrow, Esq., 9400 South Dadeland Boulevard, Penthouse 5, Miami, Florida 33156.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 24 day of August, 2000.

  
Kenneth F. Darrow

STATE OF FLORIDA            )  
  ) SS.  
COUNTY OF MIAMI-DADE )

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Kenneth F. Darrow, known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

I have hereunto set my hand and affixed my official seal in the State and County aforesaid on this 24 day of August, 2000.

  
Notary Public, State of Florida at Large

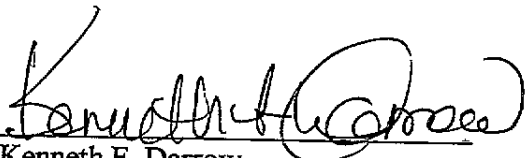
My Commission Expires:



Colleen D Mosel  
My Commission CC615148  
Expires January 22, 2001

ACCEPTANCE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

I, the undersigned person, having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this statement, hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provision 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.

  
Kenneth F. Darrow

Date: 8/24/00

FILED  
00 AUG 28 AM 9:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA