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LAW OFFICES OF  
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September 22, 2000

Department of State  
Division of Corporations  
PO Box 6237  
Tallahassee, FL 32314

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-09/25/00--01127--012  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: DG INTELLIGENT SYSTEMS, INC.

To Whom It May Concern:

I have enclosed for processing by the Department of State, Division of Corporations, one original and one copy of the Articles of Incorporation and the Certificate of Designation of Registered Agent for the above-referenced corporation. Also enclosed is a check for seventy eight and 75/100 dollars (\$78.75) made payable to the Department of State to cover the cost of filing the Articles and for a certification as to their authenticity.

Please call me if you have any questions.

Thank you.

Sincerely yours,

*William J. Kananack*

William J. Kananack

FILED  
00 SEP 25 PM 3:50  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

T BROWN SEP 26 2000

**ARTICLES OF INCORPORATION  
DG INTELLIGENT SYSTEMS, INC.**

**FILED**  
00 SEP 25 PM 3:50  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLE I

NAME

The name of the Corporation is DG INTELLIGENT SYSTEMS, INC.

ARTICLE II

PRINCIPAL OFFICE

The principal office and mailing address of the Corporation is 1352 Sanibel Lane, Merritt Island, FL 32952.

ARTICLE III

PURPOSE OF CORPORATION

The purposes for which the business will be conducted are as follows: To manufacture, design, construct, own, use, buy, sell, lease, hire and deal in and with articles and property of all kinds and to render services of all kinds, and to engage in any lawful act or activity for which corporations may be organized under the laws of the United States and the State of Florida.

ARTICLE IV

TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE V  
CORPORATE CAPITALIZATION

The Corporation is authorized to issue one million (1,000,000) shares of \$.001 par value common stock.

The Board of Directors of the Corporation may authorize, from time to time, the issuance of shares of stock of any class, whether now or hereafter authorized, for such consideration as the board of directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in these Articles of Incorporation, as amended, or the Bylaws of the Corporation.

ARTICLE VI  
VOTING RIGHTS

Except as otherwise provided by law, the entire power for the election of directors, and for all other purposes, shall be vested exclusively in the holders of the outstanding shares of common stock.

ARTICLE VII  
REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the Corporation is 1352 Sanibel Lane, Merritt Island, FL 32952.. The name and registered agent of the Corporation at that address is MARK GESCHKE.

ARTICLE VIII  
BOARD OF DIRECTORS

The business of this Corporation shall be managed by the Board of Directors. The number of directors may be either increased or diminished from time to time by the

Bylaws, but shall never be less than one. This Corporation has one (1) initial director. The name and address of the initial director of the Corporation is:

MARK GESCHKE

1352 Sanibel Lane  
Merritt Island, FL 32952.

#### ARTICLE IX

##### BYLAWS

The Board of Directors of the Corporation shall have the power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

#### ARTICLE X

##### INDEMNIFICATION

This Corporation shall to the fullest extent permitted by Florida Statutes, Section 607.0850, as amended and supplemented from time to time, indemnify any and all persons whom it shall have power to indemnify from and against any and all expenses, liabilities or costs referred to in or covered by such section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders, or disinterested directors, or otherwise, both as to actions in an official capacity and as to actions in another capacity while holding office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

ARTICLE XI  
INCORPORATOR

The name and address of the individual signing these Articles of Incorporation is:

MARK GESCHKE

1352 Sanibel Lane  
Merritt Island, FL 32952.

ARTICLE XII  
Subchapter "S" Election

It is the intent of the Incorporator to file the appropriate Subchapter "S" Internal Revenue Code Election (IRS Form 2553) at the Organizational Meeting of the Corporation.

ARTICLE XIII  
AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation, or to any amendment hereto, in any manner now or hereafter permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred on the shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber executed these Articles of Incorporation on September 19, 2000.

  
\_\_\_\_\_  
MARK GESCHKE

**STATEMENT OF DESIGNATION AND ACCEPTANCE  
OF INITIAL REGISTERED AGENT AND REGISTERED OFFICE**

**FILED**  
00 SEP 25 PM 3:50  
TALLAHASSEE FL 32309

The undersigned Corporation, organized under the laws of the State of Florida, submits the following statement designating the registered office/registered agent in the State of Florida.

The name of the Corporation is:

**DG INTELLIGENT SYSTEMS, INC.**

The name and address of the initial registered agent is:

MARK GESCHKE

1352 Sanibel Lane  
Merritt Island, FL 32952.

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

I hereby accept appointment and agree to act in the capacity of the registered agent of DG INTELLIGENT SYSTEMS, INC., at the initial registered office of this Corporation as set forth above. I further agree to comply with the provisions 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.

Dated this 19th day of September 2000.

  
\_\_\_\_\_  
MARK GESCHKE