

CCRS
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

P00000094053

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: CINDY HICKS

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-10/05/00--01023--010
*****78.75 *****78.75

DATE: 10-5-00

REF. #: 0150.13321

CORP. NAME: APKS CORP.

- ARTICLES OF INCORPORATION () ARTICLES OF AMENDMENT () ARTICLES OF DISSOLUTION
- () ANNUAL REPORT () TRADEMARK/SERVICE MARK () FICTITIOUS NAME
- () FOREIGN QUALIFICATION () LIMITED PARTNERSHIP () LIMITED LIABILITY
- () REINSTATEMENT () MERGER () WITHDRAWAL
- () CERTIFICATE OF CANCELLATION () UCC-1 () UCC-3
- () OTHER: _____

00 OCT-5 AM 10:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
00 OCT-5 AM 10:13
DIVISION OF CORPORATION

FILED
RECEIVED

STATE FEES PREPAID WITH CHECK# 9004 FOR \$ 78.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

- CERTIFIED COPY () CERTIFICATE OF GOOD STANDING () PLAIN STAMPED COPY
- () CERTIFICATE OF STATUS

Examiner's Initials

T. SMITH OCT 05 2000

ARTICLES OF INCORPORATION

OF

APKS CORP.

ARTICLE I

The name of the corporation is APKS CORP. (the "Corporation").

ARTICLE II

The address of the initial principal office and the mailing address of the Corporation is c/o Popkin & Shurpin, P.A., 2499 Glades Road, Suite 114, Boca Raton, Florida 33431.

ARTICLE III

This Corporation shall have authority to issue One Thousand (1,000) shares of Common Stock having a par value of \$0.01 per share.

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered agent c/o Popkin & Shurpin, P.A., 2499 Glades Road, Suite 114, City of Boca Raton, County of Broward, State of Florida 33431 and the name of its initial registered agent at such address is Edward Popkin, Esq.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one (1) director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors are four (4), and the name and address of the members of the initial Board of Directors, who will serve as the Corporation's directors until successors are duly elected and qualified are:

Jerold M. Kaufman
c/o Popkin & Shurpin, P.A.
2499 Glades Road, Suite 114
Boca Raton, Florida 33431

Edward D. Popkin
c/o Popkin & Shurpin, P.A.
2499 Glades Road, Suite 114
Boca Raton, Florida 33431

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Howard R. Scharlin
c/o Popkin & Shurpin, P.A.
2499 Glades Road, Suite 114
Boca Raton, Florida 33431

Leonard A. Albanese
c/o Popkin & Shurpin, P.A.
2499 Glades Road, Suite 114
Boca Raton, Florida 33431


ARTICLE VII

The name of the Incorporator is Matthew Gorson and the address of the Incorporator is 1221 Brickell Avenue, 21st Floor, Miami, Florida 33131.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this ___ day of September, 2000.


Matthew Gorson, Incorporator

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TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of APKS CORP. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.



Edward Popkin, Esq.
Registered Agent

Dated: September 2nd, 2000