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BOARD CERTIFIED:
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October 16, 2000

Secretary of State
Department of Corporations
P. O. Box 6327
409 East Gaines Street
Tallahassee, Florida 32301

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*****78.75 *****78.75

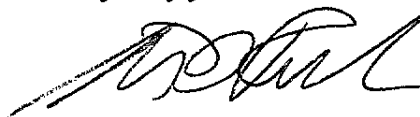
Re: Intrigue System Inc.

Gentlemen:

Enclosed herewith please find an original and one copy of the Articles of Incorporation for Intrigue System Inc. a Florida corporation, along with my check in the amount of \$78.75 for the filing fee.

Thanking you in advance for your assistance and cooperation. If you have any questions, please do not hesitate to contact me.

Very truly yours,


Steven D. Rubin

SDR/mjh
enclosures
cc: Mr. Steven Bristol

FILED
00 OCT 18 AM 8:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

gj 10/19

ARTICLES OF INCORPORATION

OF

INTRIGUE SYSTEMS INC.

ARTICLE I

CORPORATION NAME

The name of the Corporation is INTRIGUE SYSTEMS INC.

ARTICLE II

PURPOSE

This Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of common stock.

The common stock of the Corporation shall have the following characteristics:

- (a) Par value shall be \$1.00 per share.
- (b) At all meetings of the stockholders, the common stockholders shall be entitled to cast one (1) vote for each share of common stock owned. That a common stockholder is interested in a matter shall not disqualify him from voting thereon.
- (c) Except as otherwise provided by law, the entire voting power for the election of directors and all other purposes shall be vested exclusively in the holders of the outstanding stock.

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00 OCT 18 AM 8:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV

TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE V

The street address of the initial registered office of this Corporation is 11500 Sundance Lane, Boca Raton, Florida 33428. The name of the initial registered agent of this Corporation is Steven Bristol. The Board of Directors may, from time to time, change the street address of the Corporation as well as the location of its principal office. The principal and mailing address for the Corporation is 11500 Sundance Lane Boca Raton, Florida 33428.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The 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). The name and address of the initial Director of this Corporation is Steven Bristol, 11500 Sundance Lane, Boca Raton, Florida 33428.

ARTICLE VII

INCORPORATOR

The name and address of the person signing these Articles is Steven Bristol, 11500 Sundance Lane, Boca Raton, Florida 33428.

ARTICLE VIII

PRE EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of the

same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX

AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBER HAS EXECUTED THESE ARTICLES OF INCORPORATION ON THIS 17th DAY OF OCTOBER, 2000.

Steven Bristol
STEVEN BRISTOL
Subscriber-Incorporator

STATE OF FLORIDA)

ss.:

COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 17th day of October, 2000, by Steven Bristol, who
(please check one)

 is (are) personally known to me OR

 X has (have) produced Fla Drivers License as
identification and he/she/they

(please check one)

 did take an oath

 X did not take an oath.

My Commission Expires:

MD Rubin
Notary Public

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

FILED
00 OCT 18 AM 8:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Florida Statute 607.0501, the following is submitted in compliance with said Act:

FIRST: That INTRIGUE SYSTEMS INC., desiring to organize under the Laws of the State of Florida, with its principal offices in the Articles of Incorporation, in the City of Boca Raton, County of Palm Beach, State of Florida, has named Steven Bristol, 11500 Sundance Lane, Boca Raton, Florida 33428, as its agent to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated Corporation, at the place designed in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said offices.


STEVEN BRISTOL
Registered Agent