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From: Account Name : BERGER DAVIS & SINGMAN
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FLORIDA PROFIT CORPORATION OR P.A.

B.I.T. Systems International Corp.

Certificate of Status	0
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B. McKnight. OCT 25 2000

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 25, 2000

BERGER DAVIS & SINGERMAN

SUBJECT: B.I.T. SYSTEMS INTERNATIONAL CORP.
REF: W00000025672

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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**ARTICLES OF INCORPORATION
OF
B.I.T. SYSTEMS INTERNATIONAL CORP.
A FLORIDA CORPORATION**

The undersigned, acting as Incorporator of a Florida corporation ("Corporation") under the Florida General Corporation Act, Chapter 607 of the Florida Statutes, hereby causes to be delivered the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is B.I.T. Systems International Corp.

ARTICLE II

ADDRESS

The mailing address of the Corporation is:

294 South Military Trail
Deerfield Beach, Florida 33442

ARTICLE III

COMMENCEMENT OF CORPORATE EXISTENCE

The corporate existence shall begin on the date these Articles of Incorporation are filed with the Department of State.

ARTICLE IV

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

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ARTICLE VCAPITAL STOCK

The Corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of Common Stock having a par value of One Dollar (\$1.00) per share.

ARTICLE VIINITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is Berger Davis & Singerman, 350 E. Las Olas Boulevard, Suite 1000, Fort Lauderdale, Florida, 33301, and the name of the initial Registered Agent of the Corporation at that address is Leonard K. Samuels.

ARTICLE VIIINITIAL BOARD OF DIRECTORS

The Corporation shall initially have one (1) director to hold office until the first annual meeting of shareholders and his successors shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and address of the initial director of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
MUKESH J. PATEL	294 South Military Trail Deerfield Beach, Florida 33442

ARTICLE VIIIINCORPORATOR

The name and address of the person signing these Articles are as follows:

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<u>Name</u>	<u>Address</u>
LEONARD K. SAMUELS	Berger Davis & Singerman 350 E. Las Olas Boulevard, #1000 Fort Lauderdale, Florida 33301

ARTICLE IX

AMENDMENTS

The power to amend these Articles of Incorporation in accordance with law is reserved to the shareholders.

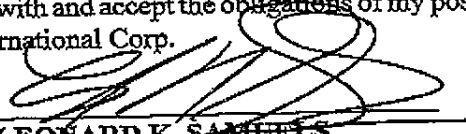
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this
24th day of October, 2000.


LEONARD K. SAMUELS
Incorporator

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial Registered Agent of B.I.T. Systems International Corp., as made in the foregoing Articles of Incorporation, and agree to act in such capacity. 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 the initial Registered Agent of B.I.T. Systems International Corp.

Date: October 24, 2000


LEONARD K. SAMUELS
Initial Registered Agent

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