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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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January 22, 2001

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399
Attention: New Corporate Filings

Re: EPYONSOFT, INC. - ARTICLES OF INCORPORATION

Dear Sirs:


Please find inclosed the Articles of Incorporation of EpyonSoft, Inc., the Acceptance of Registered Agent, to include a request for a Certified Copy of the Articles in the total amount of \$78.75.

Please return the Certified Copy to our mailing address at P.O. Box 144253, Coral Gables, 33134.

Should there be any questions, please call this office.

Thank you.

Very truly yours,


DAWN G. EURINGER

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**ARTICLES OF INCORPORATION OF
EPYONSOFT, INC.**

**ARTICLE I
NAME**

The name, address and principal place of business of the corporation is:

EPYONSOFT, INC.
3838 Shipping Avenue
Miami, Florida 33145

**ARTICLE II
PURPOSE**

The corporation is organized for the purpose of transacting any or all lawful business for which corporations may be organized under the laws of the United States and the Florida Business Corporation Act and any other lawful purpose and to engage in any business or transaction deemed necessary, convenient or arising from carrying out such business within or without the United States.

**ARTICLE III
CAPITAL STRUCTURE**

The corporation is authorized to issue an initial issue of 10,000 shares of common stock, par value One (\$1.00) U.S. Dollars hereinafter referred to as the "Common Stock". The Board of Directors may authorized the issuance of the Common Stock to any persons upon such terms and for such consideration in cash, property or services as the Board of Directors may determine and as may be allowed by law. The just valuation of consideration in property or services shall be determined by the Board of Directors. All of the Common Stock, when issued, shall be fully paid and exempt from assessment. The Board of Directors in its sole discretion may also issue other classes of stock, voting and nonvoting.

**ARTICLE IV
REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 3838 Shipping Avenue, Miami, Florida 33145 and the name of the initial registered agent at such address is Dawn G. Euringer, Esq.

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**ARTICLE V
INCORPORATORS**

The name and address of the initial incorporator of this corporation are Dawn Euringer, 3838 Shipping Avenue, Miami, Florida 33145.

**ARTICLE VI
BOARD OF DIRECTORS**

The number of directors may be either increased or decreased from time to time as provided in the By-Laws but shall never be less than one or more than three. The names and addresses of the initial directors are:

Albert Siegel, 3838 Shipping Avenue, Miami, Florida 33145
Dawn Euringer, 3838 Shipping Avenue, Miami, Florida 33145

**ARTICLE VII
OFFICERS**

The corporation shall have a President, Vice President, Secretary and Treasurer and such other officers as the Board of Directors from time to time by resolution create and who shall be elected according to the By-Laws of the corporation. The names and address of the initial officers of this corporation who shall hold such office until their successors have been duly elected are:

President/Treasurer: Albert Siegel, 3838 Shipping Avenue, Miami, Florida 33145
Vice President/Secretary: Dawn Euringer, 3838 Shipping Avenue, Miami, Florida 33145

**ARTICLE VIII
POWERS**

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act, including specifically the power to make loans or advances to purchase any stock, other securities or evidences of indebtedness of, or make any investment or acquire any interest whatsoever in, or be a promoter, incorporator, general partner, limited partner, member, associate or manager of, any other person, corporation, association, partnership, limited partnership, joint venture, trust or other enterprise; become an accommodation obligor, maker, guarantor, and mortgagor, with or without consideration, in connection with the obligations and indebtedness, both past and future of any other person, corporation, association, partnership, or limited partnership, even though such obligations and indebtedness are not related to or do not tend to promote this corporation's business; and to endorse, guarantee and secure, with or without consideration to this corporation, the payment of the obligations, and indebtedness, both past and future, of any other person, corporations, associations, and partnerships and for these purposes to execute and deliver with or without consideration, such promissory notes, guarantees, mortgages, chattel mortgages, assignments, or other instruments as this corporation may deem advisable or necessary.

ARTICLE IX

DIRECTOR CONFLICTS OF INTEREST

No contract or other transaction between this corporation and one or more of its directors, or between this corporation and any other corporation, firm, association or other entity in which one or more of this corporation's directors are directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest, or because such director or directors are present at the meeting of the Board of Directors or a committee thereof authorizing, approving or ratifying such contract or transaction, or because his or her votes are counted for such purpose, if:

(a) The fact of such relationship or interest is disclosed or known to the Board of Directors, or a duly empowered committee thereof, which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for such purpose without counting the vote or votes of such interested director or directors; or

(b) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or

(c) The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by this corporation's Board of Directors, committee or its shareholders.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction.

ARTICLE X

INDEMNIFICATION

The corporation hereby indemnifies the corporation's officers, directors, employees, or agents, past and present, his or her estate, heirs, executors, or administrators, to the fullest extent permitted or authorized by current or future legislation, and as authorized or permitted by judicial or administrative decision to the extent such decisions provide broader indemnification rights, against all fines, liabilities, costs, and expenses, including attorneys' fees, asserted against him or her or incurred by him or her arising from his or her capacity or status as a director, officer, agent, employee or representative of this corporation.

The right to indemnification shall not be exclusive of other rights to which those seeking indemnification may be entitled. The corporation may maintain insurance, at its expense, to protect itself and its officers, directors, agents, employees and representatives against fines, liabilities, costs and expenses, whether or not the corporation would have the legal power to indemnify directly against such liability.

Costs, charges and expenses, including attorneys fees, incurred by the corporation's officers, directors, agents, employees and representatives in defending any civil or criminal suit, action or proceeding shall be paid by the corporation in advance of the final disposition thereof upon receipt of an undertaking to repay all amounts advanced

if it is ultimately determined that the person is not entitled to be indemnified by the corporation as authorized by this Article, and upon satisfaction of other conditions required by current legislation or by future legislation to the extent future legislation provides conditions less burdensome than that of previous legislation.

If this Article or any portion of it is invalidated on any ground by a court of competent jurisdiction, the corporation nevertheless indemnifies each officer, director, agent, representative and employee to the fullest extent permitted by all portions of this Article not invalidated and to the fullest extent permitted by law.

ARTICLE XI
TERM OF EXISTENCE

Commencing on the date of filing of the Articles of Incorporation with the Department of State the duration of the corporation is perpetual unless sooner liquidated or dissolved in accordance with law.

ARTICLE XII
AMENDMENT

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIII
BY-LAWS

The By-laws of the corporation shall be made and adopted by a majority of the Board of Directors at the first meeting. The By-Laws of this corporation shall be for the government of the corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of the corporation, provided that they are not inconsistent with the provisions of these Articles of Incorporation or contrary to the laws of this State or of the United States.

IN WITNESS WHEREOF the undersigned incorporators have executed these Articles of Incorporation this 31 day of December, 2000.



DAWN EURINGER, INCORPORATOR

STATE OF FLORIDA
COUNTY OF DADE

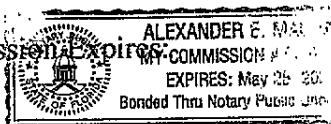
BEFORE ME, the undersigned authority, personally appeared DAWN EURINGER, to me well known, who first being duly sworn deposes and states that she has read the foregoing Articles of Incorporation, and that she has executed the same freely and voluntarily for the purposes stated therein.



DAWN EURINGER

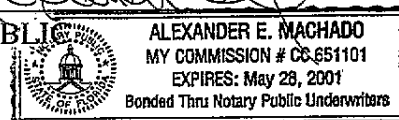
SWORN TO AND SUBSCRIBED before me this 28th day of December, 2000.

My Commission Expires





NOTARY PUBLIC



ACCEPTANCE OF REGISTERED AGENT

Having been named herein as registered agent to accept service of process on behalf of corporation EPYONSOFT, INC. ("~~INC.~~") at the address stated in the corporation's foregoing Articles of Incorporation, the undersigned agrees to act in such capacity and agrees to comply with Chapter 607.0505 of the Florida Statutes (1991).

DATED this 28th day of December, 2000.



DAWN EURINGER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA