

PD10000014224

LAW OFFICES
PAUL R. GOLIS, P.A.
2000 GLADES ROAD
SUITE 208
BOCA RATON, FLORIDA 33431

PAUL R. GOLIS

TELEPHONE (561) 367-9777
FACSIMILE (561) 368-0709

February 5, 2001

Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Crysangelis, Inc.

400003655364--8
-02/07/01--01011--004
****122.50 *****78.75

Ladies & Gentlemen:

Enclosed please find the original and one (1) copy of the Articles of Incorporation for Crysangelis, Inc., along with a check in the amount of \$122.50 made payable to the Secretary of State.

Please file the original Articles of Incorporation and return a conformed copy of same to my office in the self addressed, stamped envelope provided for your convenience.

Thank you for your assistance in this matter.

Sincerely,

Paul R. Golis
Paul R. Golis

Enclosure

FILED
01 FEB - 6 PM 2:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2-7-01

**ARTICLES OF INCORPORATION
OF
CRYSANGELIS, INC.**

FILED
01 FEB -6 PM 2:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, and who is a natural person competent to contract, does hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of this Corporation shall be **CRYSANGELIS, INC.**

ARTICLE II

The Corporation shall have perpetual existence.

ARTICLE III

The general purposes for which the Corporation is organized are:

1. To transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act, and to engage in any trade or business which can, in the opinion of the Board of Directors of the Corporation, be advantageously carried on in connection with the foregoing business.

2. To do such other and further things as are incidental to the foregoing or as are necessary or desirable in order to accomplish the foregoing.

ARTICLE IV

The aggregate number of shares which the Corporation is authorized to issue is ONE THOUSAND (1,000) SHARES. Such shares shall be of a single class, and shall have a par value of ONE (\$1.00) DOLLAR.

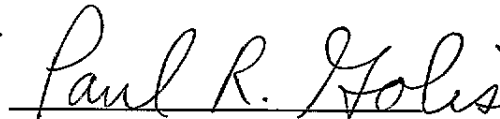
ARTICLE V

The mailing address of the Corporation's principal office is 4768 North Citation Drive, Apt. 101, Delray Beach, Florida 33445.

ARTICLE VI

The name of its initial registered agent at such address is Paul R. Golis, Esquire, located at 2000 Glades Road, Suite 208, Boca Raton, Florida 33431.

I hereby accept to act as registered agent, and agree to comply with the provisions of said Act relative to keeping open said office.


Paul R. Golis, Esquire
(Registered Agent)

ARTICLE VII

The number of Directors constituting the initial Board of Directors is two (2). The name and address of each person who is to serve as a member of the initial Board of Directors is:

1. Janet Philbrook
4768 North Citation Drive, Apt. 101
Delray Beach, Florida 33445
2. Debra S. Golis
6909 Town Harbour Blvd., Apt. 921
Boca Raton, Florida 33433

ARTICLE VIII

A. The business of the Corporation shall be conducted and managed by its Board of Directors, and such Board of Directors shall consist of not less than one (1) and not more than five (5) Directors. A majority of the first Board of Directors named above

shall have the power to approve and adopt the By-Laws of this Corporation until their successors are elected or appointed.

B. The qualifications, time and place of election and term of office of each Director shall be as provided for in the By-Laws of the Corporation.

C. The officers of this Corporation may consist of a President, Vice-President, Secretary, Treasurer, and such other officers and agents as may be provided for by the By-Laws of this Corporation, who shall be chosen, serve for such term, and have such duties as may be prescribed by such By-Laws.

ARTICLE IX

No contract or other transaction between the Corporation and any other Corporation, and no act of the Corporation shall be affected in any way or invalidated by the fact that any of the Directors of the Corporation are pecuniarily or otherwise interested in, or are Directors or officers of, such other Corporation. Any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been made known to the Board of Directors or such members thereof as shall be present at any meeting of the Board of Directors at which action upon such contract or transaction shall be taken; and any Director of the Corporation who is so interest vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such Director or officer of such other Corporation or not so interested.

ARTICLE X

A. Stockholders Agreements. The Corporation and its Stockholders, or the Stockholders among themselves, may enter into agreements restricting the transferability or encumbrance of the stock of the Corporation. Such agreements may confer upon the Corporation or the Stockholders, or both, an option of first refusal or mandatory purchase in the event of such transfer or encumbrance. Such agreements may include such restrictions during the lifetime or upon the death or legal incompetence of any Stockholder. Nothing in the Articles of Incorporation or the By-Laws shall be construed to authorize a transfer of such stock upon the books of the Corporation in violation of such agreements.

B. Indemnification of Directors. The Corporation shall indemnify any Director who, by virtue of his being an officer or Director of this Corporation, is made a part to any action or proceeding, except when such Director is adjudged guilty of malfeasance in the discharge of his duties to the Corporation. Indemnification shall be for all reasonable expenses incurred as a result of such action or proceeding.

C. Director's Liability. No Director shall be liable to the Corporation for any loss or damage suffered on account of any action taken or omitted in good faith, if such Director exercised the same degree of care that a prudent person would have exercised in the conduct of his own affairs.

D. Reimbursement of Directors. In any action or proceeding brought by or on behalf of the Corporation against a Director, which results in a decision in favor of the Director, the Corporation shall reimburse the Director for all reasonable expenses incurred

by him in the course of the action or proceeding.

ARTICLE XI

The Directors shall not be liable for illegal dividends or distributions made by the Corporation, unless willful or negligent, if based on good faith reliance on representations made by officers or agents or records as to the financial condition of the Corporation.

ARTICLE XII

A. These Articles of Incorporation are amendable upon approval by the Board of Directors of proposals submitted by the Stockholders and subsequently approved at a Stockholders meeting by fifty-one (51%) percent of the stock entitled to vote.

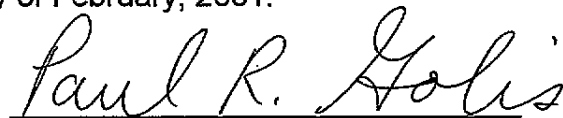
B. The amending process contained in Paragraph A above may be suspended and amendments made if all of the Directors and Stockholders eligible to vote sign a written statement manifesting their intention that the amendments be adopted.

ARTICLE XIII

The name and address of the incorporator is:

Paul R. Golis, Esquire
2000 Glades Road
Suite 208
Boca Raton, Florida 33431

WITNESS my hand and seal this 5th day of February, 2001.


PAUL R. GOLIS, ESQUIRE

FILED
01 FEB - 6 PM 2:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA