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*Law Offices*  
**LEDYARD H. DEWEES, P. A.**  
270 N.W. 3RD COURT  
BOCA RATON, FLORIDA 33432-3720  
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FILED  
01 MAR -6 PM 1:00  
DEPT. OF STATE  
TALLAHASSEE, FLORIDA

March 5, 2001

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

BY FEDERAL EXPRESS

Re: SENTELLIGENCE, INC.

Dear Sir/Madam:

Pursuant to the requirements of the Florida Business Corporation Act, I herewith enclose for filing and return the original executed Articles of Incorporation of SENTELLIGENCE, INC.

I further enclose a check in the amount of \$78.75 to cover the following costs:

Filing Fee .....	\$ 35.00
Registered Agent Designation .....	35.00
Certified Copy .....	8.75
	<u>\$ 78.75</u>

I have enclosed a prepaid FEDEX airbill and letter envelope. Please return the certified copy by FEDEX.

Thank you for handling. If there are any questions, please call me directly.

Sincerely yours,

*Ledyard H. DeWees*

Ledyard H. DeWees  
Florida Bar No. 019426

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

**ARTICLES OF INCORPORATION  
OF  
SENTELLIGENCE, INC.**

**FILED**  
**01 MAR -6 PM 1:00**  
**CLERK OF STATE**  
**TALLAHASSEE, FLORIDA**

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I**

The name of the corporation is: **SENTELLIGENCE, INC.**

**ARTICLE II**

The period of duration of the corporation is perpetual.

**ARTICLE III**

The purpose or purposes for which the corporation is organized is to engage in any type of activity, within or without the United States which is lawful under the laws of the United States and the State of Florida.

**ARTICLE IV**

The street address of the initial principal office of the corporation and the mailing address of the corporation is: 270 NW 3<sup>rd</sup> Court, Boca Raton, Florida 33432.

## **ARTICLE V**

This Corporation is authorized to issue, as capital stock, one class of common stock and one class of preferred stock under the terms, conditions, limitations, preferences and characteristics as hereinafter set forth:

1. The total amount of common voting stock, each share having one (1) vote, authorized by this Corporation is Twenty Million (20,000,000) shares, having a par value of \$.001 each, amounting in the aggregate to Twenty Thousand Dollars (\$20,000.00).

2. The total amount of Class A preferred stock, each share having One hundred (100) votes, authorized by this Corporation is Two hundred Fifty Thousand (250,000) shares, having a par value of per share of \$.01 each, amounting in the aggregate to Two Thousand Five Hundred Dollars (\$2,500.00).

In any given fiscal year in which the directors of the Corporation shall declare a dividend out of the surplus net profits of the Corporation, the holder(s) of Class preferred stock shall be entitled to a fixed yearly dividend in a percentage amount, which such amount shall be fixed and declared by the directors of the corporation at the time of issuance of the Class A preferred stock. When and if such a dividend is declared, the holder(s) of the Class A preferred stock shall receive payment before any dividend shall be set apart or paid on the common stock. The dividends in respect to the Class A preferred stock shall be non cumulative and shall be non participating.

In the case of liquidation or dissolution of the corporation, the holder(s) of the Class A preferred stock shall be entitled to be paid in full the par value of the shares before any amount shall be paid to the holders of the common stock.

All stock of whatever class, when issued shall be fully paid and shall be nonassessable.

#### **ARTICLE VI**

The street address of the initial registered office of this Corporation is 270 NW 3<sup>rd</sup> Court, Boca Raton, Florida 33432-3720. The initial registered agent of this Corporation is: **Ledyard H. DeWees.**

#### **ARTICLE VII**

This Corporation shall have not more than seven (7) Directors, under such terms and conditions as shall be specified in the Bylaws.

#### **ARTICLE VIII**

The name and address of the person signing these Articles as the incorporator is:

Ledyard H. DeWees  
270 NW. 3<sup>rd</sup> Court  
Boca Raton, Florida 33432-3720

#### **ARTICLE IX**

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors.

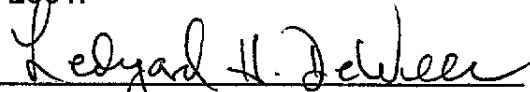
**ARTICLE X**

The Shareholders of this corporation shall not have preemptive rights to acquire the corporation's unissued shares.

**ARTICLE XI**

The shareholders shall have the absolute power to adopt, amend, alter, change or repeal these Articles of Incorporation when proposed and approved at a stockholder's meeting with not less than a majority vote of the issued and outstanding common and / or preferred stock.

**IN WITNESS WHEREOF**, the undersigned incorporator has executed these Articles of Incorporation this 1<sup>st</sup> day of March 2001.

  
\_\_\_\_\_  
LEDYARD H. DEWEES  
INCORPORATOR

FILED  
01 MAR -6 PM 1:00  
CLERK OF STATE  
TALLAHASSEE, FLORIDA


**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: SENTELLIGENCE, INC.
2. The name and address of the registered agent and office is:

LEDYARD H. DEWEES  
270 NW 3<sup>rd</sup> Court  
Boca Raton, Florida 33432-3720

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS 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 REGISTERED AGENT.

  
\_\_\_\_\_  
LEDYARD H. DEWEES  
March 1, 2001