

Division of Corporations

PO1000059293

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H01000073703 0)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : MORGAN LEWIS & BOCKIUS LLP
Account Number : 076077003570
Phone : (305)579-0300
Fax Number : (305)579-0321

FLORIDA PROFIT CORPORATION OR P.A.

Intarsys Inc.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

FILED
01 JUN 14 AM 11:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing

Public Access Help

B. McKnight JUN 14 2001

((H01000073703 0)))

ARTICLES OF INCORPORATION
OF
INTARSYS INC.

The undersigned does hereby make and execute these Articles of Incorporation for the purpose of forming a corporation under the Florida Business Corporation Act:

ARTICLE I

Name

The name of the corporation is:

Intarsys Inc.

ARTICLE II

Initial Principal Office

The street address of the initial principal office of the corporation shall be:

5881 S.W. 31st Street
Miami, Florida 33155

The board of directors of the corporation, or an officer of the corporation acting under the authority of the board of directors, is authorized to change the principal office of the corporation from time to time without amendment to these Articles of Incorporation.

ARTICLE III

Authorized Capital Stock

The aggregate number of shares which the corporation shall have authority to issue is 20,000,000 consisting of (i) 10,000,000 shares of common stock, \$.01 par value (the "Common Stock"), and (ii) 10,000,000 shares of undesignated stock.

(1) Common Stock. Holders of the Common Stock shall be entitled to one vote per share on all matters submitted to a vote of the shareholders of the corporation, except matters required to be voted on exclusively by holders of other classes or series of common or preferred stock. Subject only to the prior rights and preferences of any other class or series of common or

((H01000073703 0)))

FILED
01 JUN 14 AM 11:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(((H01000073703 0)))

preferred stock, the holders of the Common Stock shall be entitled to dividends thereon, when, as and if declared by the board of directors out of funds of the corporation legally available therefor. In the event of any dissolution or liquidation of the corporation, the holders of the Common Stock shall be entitled to receive, pro rata, after the rights of the holders of any other class or series of common or preferred stock have been satisfied, all of the assets of the corporation remaining available for distribution, if any.

(2) Authority to Divide Undesignated Stock into Classes and Series. The board of directors of the corporation by resolution and without a vote of the shareholders is hereby expressly authorized to amend the corporation's Articles of Incorporation, to divide the undesignated shares of the corporation into one or more classes or series of common or preferred stock, and to determine the designation, the number, and the powers, preferences, rights, qualifications, limitations and restrictions relating to the shares of those classes or series, as the case may be. The authority of the board of directors of the corporation with respect to each such class or series shall include, but not be limited to, determining the following:

- (a) Special, unconditional or limited voting rights or no right to vote.
- (b) Whether the shares are redeemable or convertible, at the option of the corporation, the shareholder or another person or upon the occurrence of a designated event, for cash, indebtedness, securities or other property or in a designated amount or in an amount determined in accordance with a designated formula or by reference to extrinsic data or events.
- (c) Rights to distributions calculated in any manner, including dividends that may be cumulative, noncumulative or partially cumulative.
- (d) Preferences over any other class or series of shares with respect to distributions, including dividends and distributions upon the dissolution of the corporation.

Except to the extent expressly prohibited in the rights and preferences previously-designated for any class or series of common or preferred stock or by the laws of the State of Florida, the board of directors may, without a vote thereon by the holders of any previously-designated class or series of common or preferred stock, (i) increase the number of shares of any such previously-designated class or series or (ii) establish a new class or series of common or preferred stock and fix and determine rights and preferences for such new class or series which rank pari passu with, or are prior and superior to, any of the rights and preferences of any such previously-designated class or series of common or preferred stock.

(((H01000073703 0)))

((H01000073703 0)))

ARTICLE IV

Registered Office and Agent

The street address of the corporation's initial registered office is:

5300 First Union Financial Center
200 South Biscayne Boulevard
Miami, Florida 33131

The name of the corporation's initial registered agent at that office is John S. Fletcher.

ARTICLE V

Incorporator

The name and address of the incorporator are:

John S. Fletcher
5300 First Union Financial Center
200 South Biscayne Boulevard
Miami, Florida 33131

ARTICLE VI

Purpose and Powers

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act and under the laws of any jurisdiction in which the corporation may operate. The corporation shall have all lawful powers necessary or appropriate to conduct such business including, but not limited to, all corporate powers which corporations may have under the Florida Business Corporation Act.

ARTICLE VII

Board of Directors

The board of directors shall initially be composed of two members. Thereafter, the number of directors shall be as provided in the corporation's bylaws. The name and address of the individuals who are to serve as members of the initial board of directors of the corporation are:

((H01000073703 0)))

((H01000073703 0)))

Howard Murphy, Jr.

5881 S.W. 31st Street
Miami, Florida 33155

Wayne Martin

10815 S.W. 112th Avenue, #313
Miami, Florida 33176

IN WITNESS WHEREOF, these Articles of Incorporation have been executed this
13th day of June, 2001.



John S. Fletcher
Incorporator

((H01000073703 0)))

(((H01000073703 0)))

Acceptance By Registered Agent

The undersigned hereby accepts the appointment as registered agent of Intarsys Inc. and agrees to comply with the provisions of the laws of Florida, including section 48.091, Florida Statutes, providing for the keeping open of the registered office for service of process.

The undersigned is familiar with, and accepts, the obligations of the position of registered agent.

Dated: June 13, 2001.



John S. Fletcher,
Registered Agent

FILED

01 JUN 14 AM 11:11

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(((H01000073703 0)))