

P010000073443

July 11, 2001

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

FILED
01 JUL 24 AM 8:38
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RE: RETREAD SOFTWARE, INC.

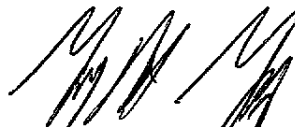
Dear Sir or Madam:

Enclosed please find original and one copy of Articles of Incorporation for RETREAD SOFTWARE, along with a payment in the amount of \$78.75 representing the various filing fees and the cost of a certified copy.

Please return the certified copy of the articles to the following address:

5974 NW 125th Avenue
Coral Springs, Florida 33076

Sincerely,


Gregory H. George

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 16, 2001

GREGORY H. GEORGE
5974 NW 125TH AVE
CORAL SPRINGS, FL 33076

SUBJECT: RETREAD SOFTWARE, INC.
Ref. Number: W01000016341

We have received your document for RETREAD SOFTWARE, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

You must list the corporation's principal office and/or a mailing address in the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6933.

Dale White
Document Specialist
New Filings Section

Letter Number: 301A00041725

Gregory George
954-227-0844
5974 NW 125th Ave
Coral Springs FL
33076

FILED

01 JUL 24 AM 8:38

SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
RETREAD SOFTWARE, INC.**

PREAMBLE

We, the undersigned Subscribers, natural persons, competent to contract, do hereby associate ourselves under the following Articles of Incorporation, and form a Corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is **RETREAD SOFTWARE, INC.** Principal address of this corporation **5974 NW 125th Avenue, Coral Springs, Florida, 33076.**

ARTICLE II - DURATION

This corporation shall have perpetual existence, unless dissolved by action of law.

ARTICLE III - PURPOSE

This corporation may engage in any activity or business permitted under the laws of the United States and of the state of Florida, or any other state where this corporation may be licensed to do business under Chapter 607, Florida Statutes.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 10 MILLION shares of One Dollar (\$1.00) per share value common stock.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holder of the outstanding shares.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash or any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is **5974 NW 125th Avenue, Coral Springs, Florida, 33076** and the name of the initial registered agent of this corporation is **GREGORY H. GEORGE**.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may increase from time to time by the By-Laws but shall never be less than one (1). The name(s) and address(s) of the initial director(s) of this corporation is:

| Name | Address |
|-------------------|--|
| GREGORY H. GEORGE | 5974 NW 125 th Avenue Coral Springs, Florida 33076 |
| GLENN R. DELUCA | 2906 SW 21 ST Terrace #A-1 Delray Beach, Florida 33445 |

ARTICLE IX - INCORPORATORS

The name and address of the person(s) signing these articles is:

| Name | Address |
|-------------------|--|
| GREGORY H. GEORGE | 5974 NW 125 th Avenue Coral Springs, Florida 33076 |
| GLENN R. DELUCA | 2906 SW 21 ST Terrace #A-1 Delray Beach, Florida 33445 |

ARTICLE X - BY-LAWS

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the shareholders.

ARTICLE XI - RESTRICTION ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following person(s) and in the amount set opposite their name:

| | |
|-------------------|-------------------------|
| Name | Number of shares |
| GREGORY H. GEORGE | 1,000,000 (ONE MILLION) |
| GLENN R. DELUCA | 1,000,000 (ONE MILLION) |

Shares held by initial stock holders may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which such shares may be offered and sold shall be on a first refusal basis with thirty (30) days prior written notice to buy upon the same price and the terms as a bona fide offer in an arms length transaction by a non-shareholder or as further specified by written agreement among all of the shareholders of this corporation.

ARTICLE XI - CALLING OF SPECIAL MEETINGS

Any shareholder may call special meetings of shareholders.

ARTICLE XIII - SHAREHOLDERS MEETING REQUIRED

Any action of the shareholders of this corporation must be taken at a meeting of shareholders of this corporation, duly called as provided by law.

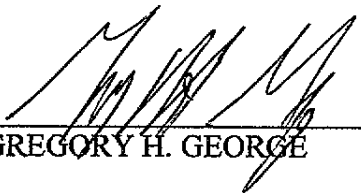
ARTICLE XIV - POWERS

This corporation shall have all the powers enumerated in the Florida General Corporation Act, except this corporation shall not have the power to be an incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust or other enterprise.

ARTICLE XVI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of corporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 12th day of July 2001.



GREGORY H. GEORGE

GLENN R. DELUCA

FILED

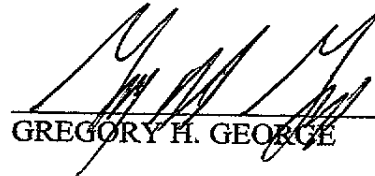
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**CERTIFICATE OF ACCEPTING DESIGNATION
AS REGISTERED AGENT**

SECRETARY OF STATE
TALLAHASSEE FLORIDA

I HEREBY CERTIFY that I have accepted the designation as Registered Agent of **RETREAD SOFTWARE, INC.** and agree to serve as its AGENT to accept service of process within the State of Florida at its Registered Office.

DATED this 12th day of July, 2001.



GREGORY H. GEORGE