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August 22, 2001

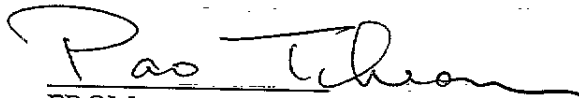
Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-09/27/01--01063--003
*****70.00 *****70.00

SUBJECT: System Engineering Management Company, Inc.

Enclosed are an original and one copy of the Articles of Incorporation and a Designation and Acceptance of Registered Agent for a Florida Corporation.

\$70.00
Filing Fee



FROM:
Pao Tcheou
4033 Cocoplum Circle
Coconut Creek, Florida 33063
(954) 649-6858

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01 SEP 27 AM 9:34
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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ARTICLES OF INCORPORATION
OF
SYSTEM ENGINEERING MANAGEMENT COMPANY, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. CORPORATE NAME

The name of this corporation is System Engineering Management Company, Inc.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation is 4033 Cocoplum Circle Coconut Creek, Fl. 33063.

ARTICLE III. CAPITAL STOCK

The maximum number of shares this corporation is authorized to issue is 1,000, all of which shall be common shares. All common shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent are Pao Tcheou, 4033 Cocoplum Circle, Coconut Creek, Florida, Florida 33063.

ARTICLE V. INCORPORATORS

The name and street address of the incorporator of these articles of incorporation is:

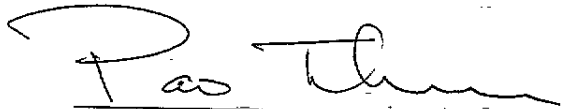
Name

Address

Pao Tcheou

4033 Cocoplum Circle
Coconut Creek, Florida 33063

The undersigned has executed these articles of incorporation on August 22, 2001.


Incorporator

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

01 SEP 27 AM 9:34

SECRETARY OF STATE
TALLAHASSEE FLORIDA


PURSUANT TO THE PROVISIONS OF F.S. 607.0501, 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: System Engineering Management Company, Inc.
2. The name and address of the registered agent and office is:

Pao Tcheou
4033 Cocoplum Circle
Coconut Creek, Florida, 33063

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.

August 22, 2001


Pao Tcheou