

**Electronic Articles of Incorporation
For**

**P01000101228
FILED
October 18, 2001
Sec. Of State**

ESPECTUS SYSTEMS, INC

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

ESPECTUS SYSTEMS, INC

Article II

The principal place of business address:

301 CLEMATIS ST
SUITE 3124
WEST PALM BEACH, FL. 33401

The mailing address of the corporation is:

301 CLEMATIS ST
SUITE 3124
WEST PALM BEACH, FL. 33401

Article III

The purpose for which this corporation is organized is:

THE GENERAL NATURE OF THE BUSINESS TO BE TRANSACTED BY THIS CORPORATION SHALL BE TO ENGAGE IN ANY AND ALL LAWFUL BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA.

Article IV

The number of shares the corporation is authorized to issue is:

10,000,000 AT \$.01 PAR VALUE PER SHARE

Article V

The name and Florida street address of the registered agent is:

KENNETH D SHENKMAN
301 CLEMATIS ST.
SUITE 3124
WEST PALM BEACH, FL. 33401

I certify that I am familiar with and accept the responsibilities of
registered agent.

Registered Agent Signature: KENNETH D SHENKMAN

Article VI

The name and address of the incorporator is:

KENNETH SHENKMAN
301 CLEMATIS ST.
SUITE 3124
WEST PALM BEACH, FL 33401

Incorporator Signature: KENNETH SHENKMAN

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P
JAMES WANG
301 CLEMATIS ST., SUITE 3124
WEST PALM BEACH, FL. 33401

Title: V
KENNETH D SHENKMAN
301 CLEMATIS ST., SUITE 3124
WEST PALM BEACH, FL. 33401

Title: V
MICHAEL CARRUS
301 CLEMATIS ST., SUITE 3124
WEST PALM BEACH, FL. 33401

Article VIII

INDEMNIFICATION

This Corporation may indemnify any director, officer, employee or agent of the corporation to the fullest extent permitted by Florida law.

Article IX

AFFILIATED TRANSACTIONS

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

Article X

CONTROL SHARE ACQUISITIONS

This Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.