

PO1000109248

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.

((H01000114130 7))

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 : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305)599-0839
Fax Number : (305)716-0346

FLORIDA PROFIT CORPORATION OR P.A.

EPS SOLUTIONS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 NOV 14 AM 11:59

(850)487-6013

11/14/01 09:44 Fl Dept of State

pl /1



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 14, 2001

FAS-T

SUBJECT: EPS SOLUTIONS, INC.
REF: W01000026096

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The person designated as incorporator in the document and the person signing as incorporator must be the same.

LIST THE COMPLETE RA ADDRESS IN ARTICLE VII.

If you have any further questions concerning your document, please call (850) 245-6931.

Becky McKnight
Document Specialist
New Filing Section

FAX Aud. #: H01000114130
Letter Number: 101A00061365

ARTICLES OF INCORPORATION
OF
EPS Solutions, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 NOV 14 AM 11:59

The undersigned incorporator/subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a for profit corporation organized under the laws of the State of Florida.

Article I. Name

The name of the corporation shall be EPS Solutions, Inc. The initial principal place of business and the mailing address of this corporation shall be 2125 Biscayne Blvd., Suite 320, Florida 33137.

Article II. Term of Existence

This corporation shall be deemed to have a perpetual existence and shall further be deemed to have commenced its corporate existence on the date of the filing of these Articles of Incorporation.

Article III. Nature of Business

This corporation may engage or transact in any, or all lawful activities, trades or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation, in which it is authorized to do business.

Article IV. Capital Shares

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a par value of \$.01 per share.

Article V. Preemptive Rights

The corporation elects to have preemptive rights pursuant to the Florida Statutes, as amended from time to time.

Article VI. Indemnification

The corporation shall indemnify each officer and director, including former officers and directors to the full extent allowed by law.

Article VII. Registered Agent

The street address of the initial registered agent of the corporation shall be 550 NE 124th Street Miami FL, 33161, and the name of the initial registered agent of the corporation at that address is Marc Anthony Douthit, Esquire.

Article VIII. Directors and Officers

There shall be no initial directors of the company. The Company shall be governed by its shareholders until such time as a Board of Directors is appointed.

Article IX. Incorporator/Subscriber

The name and street address of the incorporator/subscriber to these Articles of incorporation is:

Marc Anthony Douthit , 2125 Biscayne Blvd., Suite 320, Miami, FL 33137.

Article X. Powers

The corporation shall have the following powers:

- a. To have perpetual succession by its corporate name unless a limited period of duration is stated in its articles of incorporation;
- b. To sue and be sued, complain and defend in its corporate in all actions or proceedings;
- c. To have a corporate seal, which may be altered at pleasure, and to use the same by causing it or a facsimile thereof to be impressed, affixed or in any other manner reproduced;
- d. To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated;

- c. To sell, convey, mortgage, pledge, create a security in, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets;
- e. To lend money to, and use its credit to assist its officers and employees in accordance with the Florida Statutes.
- g. To purchase, take, receive, subscribe for or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;
- h. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;
- i. To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested;
- j. To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;
- k. To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;
- l. To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of the state, for the administration and regulation of the affairs of the corporation;
- m. To make donations for the public welfare or for charitable, scientific or educational purposes;
- n. To transact any lawful business which the board of directors shall find will be in aid of governmental policy;

161 articles, inc

o. To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

p. To be promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust or other enterprise;

q. To have and exercise all powers necessary or convenient to effect its purposes.

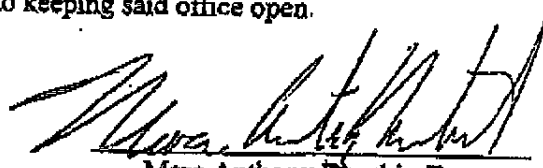
Executed this 30th day of August, 2001.


Marc Anthony Douthit, Incorporator

ACCEPTANCE BY RESIDENT AGENT

In compliance with Section 48.091, Florida Statutes, EPS Solutions, Inc., with its principal offices located at 2125 Biscayne Blvd., Suite 320, Miami, FL 33137, has named Marc Anthony Douthit, Esq. whose address is 550 NE 124th Street, Miami, FL 33161 as its agent to accept process within the State.

ACKNOWLEDGMENT: Having been named Resident Agent and designated as the person authorized to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept the appointment to act in said capacity, and agree to comply with the provisions of said Act relative to keeping said office open.


Marc Anthony Douthit, Esq.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 NOV 14 AM 11:59