

Division of Corporations

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Florida Department of State

Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.

INTERFUSE TECHNOLOGY CORPORATION

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ARTICLES OF INCORPORATION
OF
INTERFUSE TECHNOLOGY CORPORATION

The undersigned, acting as incorporator of INTERFUSE TECHNOLOGY CORPORATION (the "Corporation") under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the Corporation is: INTERFUSE TECHNOLOGY CORPORATION.

ARTICLE II

COMMENCEMENT OF EXISTENCE

The existence of the Corporation will commence on the date of filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE III

DURATION

The duration of the Corporation will be perpetual.

ARTICLE IV

PURPOSE

The general purpose or purposes for which the Corporation is organized is to transact any and all lawful business for which a corporation may be incorporated under the Florida Business Corporation Act.

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ARTICLE V

PRINCIPAL OFFICE AND MAILING ADDRESS

The street address and mailing address of the principal office of the Corporation is:

c/o Daniel Goodman
Interfuse Technology Corporation
17241 N.E. 13TH Ave.
North Miami Beach, Florida 33162

ARTICLE VI

AUTHORIZED SHARES

The aggregate number, class and par value of shares which the Corporation shall have authority to issue shall be TEN MILLION (10,000,000) shares, consisting of:

(a) SEVEN MILLION FIVE HUNDRED THOUSAND (7,500,000) shares of common stock all of which are to be with a par value of \$0.01 per share, all of which shall be of the same class and are hereby designated as Common Stock;

(b) TWO MILLION TWO HUNDRED AND FIFTY THOUSAND (2,250,000) shares of preferred stock, with a par value of \$0.01 per share, which is authorized to be issued in such series and variations in the relative rights and preferences, including voting rights, if any, as the Board of Directors shall determine; and

(c) TWO HUNDRED AND FIFTY THOUSAND (250,000) shares of Series A Convertible Preferred Stock, with a par value \$.0001 per share, all of the same class and all of which are hereby designated the Series A Convertible Preferred Stock (the "Series A Preferred Stock").

Each share of Common Stock of the Corporation shall have one vote for all corporate purposes, with no cumulative voting rights. Each share of Common Stock shall have equal rights on dissolution, corporate distribution and for all other corporate purposes.

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The Series A Preferred Stock shall have the following designations, preferences and other rights (defined terms used in this Article VI shall have the meanings assigned to such terms in Section 4 of this Article):

Section 1. Voting Rights of Series A Preferred Stock.

The holders of the Series A Preferred Stock shall be entitled to attend all special and annual meetings of the shareholders of the Corporation and, together with the holders of all other classes of stock entitled to attend and vote at such meetings, to vote as a single class with the holders of Common Stock upon any matter properly considered and acted upon by the shareholders of the Corporation. Holders of the Series A Preferred Stock are entitled to one vote per share.

Section 2. Liquidity Event. Upon any Liquidity Event (hereinafter defined), whether voluntary or involuntary, the holders of shares of Series A Preferred Stock are entitled to receive out of the assets of the Corporation legally available for distributions to shareholders after satisfaction of any and all obligations to the holders of any class or series of capital stock ranking senior to the Series A Preferred Stock and before any payment or distribution is made on the Common Stock, cash in the amount of the Liquidation Preference (hereinafter defined). If the assets distributable upon a Liquidity Event are insufficient to pay cash in an amount equal to the Liquidation Preference to the holders of shares of Series A Preferred Stock, then such assets or the proceeds thereof will be distributed among the holders of the Series A Preferred Stock ratably in proportion to the respective amounts of the Liquidation Preference to which they would otherwise be entitled. Ten (10) business days prior to the closing of any Liquidity Event, the Corporation shall deliver a written notice to the holders of Series A Preferred Stock specifying the date and type of pending Liquidity Event and such additional information as the regarding the pricing and the parties to such Liquidity Event as the Corporation, in its sole discretion, shall determine.

Section 3. Conversion.

3A. Conversion at the Option of the Holder. At any time prior to the closing of a Liquidity Event (the "Conversion Period"), any holder of Series A Preferred Stock may convert all, but not part, of the shares of Series A Preferred Stock held by such holder into an equal number of shares of Common Stock, subject to the provisions of Section 3C below and subject to appropriate and proportionate adjustment to reflect any stock split, combination of shares or similar event in respect of the Series A Preferred Stock.

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3B. Conversion Procedure.

(i) Each conversion of Series A Preferred Stock pursuant to paragraph 3A shall be deemed to have been effected as of the close of business on the date on which the certificate or certificates representing the shares of Series A Preferred Stock to be converted have been surrendered at the principal office of the Corporation, together with written notice of the holder's desire to convert such shares of Series A Preferred Stock. At such time as such conversion has been effected, the rights of the holder of such shares of Series A Preferred Stock as such holder shall cease, and such person, in whose name a certificate for shares of Common Stock are to be issued upon such conversion, shall be deemed to have become the holder of record of the shares of Common Stock represented thereby, which Common Stock shall be deemed to have been issued as of such time.

(ii) As promptly as practicable thereafter, the Corporation or its successor, as applicable, shall issue and deliver to the converting holder a certificate or certificates representing the number of shares of Common Stock to which such holder is entitled.

(iii) The issuance of certificates for shares of Common Stock or other securities, as applicable, upon conversion of Series A Preferred Stock shall be made without charge to the holders of such Series A Preferred Stock for any issuance tax in respect thereof or other cost incurred by the Corporation in connection with such conversion and the related issuance of shares of Common Stock.

(iv) The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock, solely for the purpose of issuance upon the conversion of the Series A Preferred Stock, not less than the number of shares of Common Stock issuable upon the conversion of all outstanding Series A Preferred Stock which may then be exercised. All shares of Common Stock which are so issuable shall, when issued, be duly and validly issued, fully paid and nonassessable and free from all taxes, liens and charges. The Corporation shall take all such actions as may be necessary and practicable to provide that all such shares of Common Stock may be so issued without violation of any applicable law or governmental regulation.

3C. Subdivision or Combination of Common Stock. If the Corporation at any time subdivides (by any stock split, stock dividend,

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recapitalization or otherwise) the outstanding shares of Common Stock into a greater number of shares or if the Corporation at any time combines (by reverse stock split or otherwise) the outstanding shares of Common Stock into a smaller number of shares, the number of shares of Common Stock issuable upon conversion of any shares of Series A Preferred Stock shall be appropriately and proportionately increased or decreased, as the case may be.

Section 4. Definitions.

(i) "Change in Control" of the Corporation shall mean any of the following: (A) a "person" or "group" (within the meaning of Section 13(d) and 14(d))2) of the Securities Exchange Act of 1934, as amended ["Exchange Act"] of voting shares of the Corporation entitled to exercise more than 50% of the voting power of all outstanding voting shares of the Corporation (calculated in accordance with Rule 13d-3 under the Exchange Act), other than an employee benefit plan of the Corporation; or (B) the consummation of any merger, consolidation or similar transaction involving the Corporation that results in the beneficial owners of voting shares of the Corporation immediately prior to such consummation owning in the aggregate, directly or indirectly, voting securities representing less than 50% of the voting securities of the surviving entity outstanding immediately following such consummation.

(ii) "Liquidation" means a liquidation, dissolution or winding up of the Corporation; provided, however, that neither the consolidation or merger of the Corporation into or with any other entity or entities, nor the sale or transfer by the Corporation of all or any part of its assets, nor the reduction of capital stock of the Corporation shall be deemed to a liquidation, dissolution or winding up of the Corporation.

(iii) "Liquidity Event" means (A) a sale or transfer of all or substantially all of the assets of the Corporation in any transaction or series of related transactions (a "Sale of Assets"); (B) a Change in Control; or (C) a Liquidation.

(iv) "Liquidation Preference" of any Series A Preferred Stock shall be equal to \$0.675 per share, subject to appropriate and proportionate adjustment to reflect any stock split, combination of shares or similar event in respect of the Series A Preferred Stock."

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ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 100 S.E. 2nd St., Suite 4000, Miami, FL 33131, and the name of the Corporation's initial registered agent at that address is Richard N. Bernstein.

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time, as provided in the Bylaws. The name and address of the initial director is:

<u>Name</u>	<u>Address</u>
Daniel Goodman	Interfuse Technology Corporation 17241 N.E. 13TH Ave. North Miami Beach, Florida 33162

ARTICLE IX

INCORPORATOR

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
Richard N. Bernstein	c/o Carlton Fields, P.A. 100 S.E. 2 nd St., Suite 4000 Miami, FL 33131

ARTICLE X

INDEMNIFICATION

To the extent permitted by law, the Corporation shall indemnify any person who was or is a party to any proceeding by reason of the fact that he or she is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof, if he or she acted in


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good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The Corporation shall reimburse each person for all costs and expenses, including attorneys' fees, reasonably incurred by him or her in connection with any such liability in the manner provided for by law or in accordance with the Corporation's Bylaws.

The rights accruing to any person under the foregoing provision shall not exclude any other right to which he or she may be lawfully entitled, nor shall anything therein contain or restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 13th day of December, 2001.

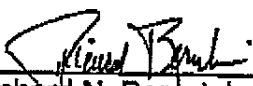

Richard N. Bernstein, Incorporator

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been designated as registered agent for INTERFUSE TECHNOLOGY CORPORATION in the foregoing Articles of Incorporation, I, Richard N. Bernstein, hereby agree to accept service of process for said corporation and to comply with all statutes relative to the complete and proper performance of the duties of a registered agent. I am familiar with and accept the obligations of that position.


Richard N. Bernstein

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