

P02000002384

DAVID S. BOWMAN, P.A.

Broward Financial Centre
500 East Broward Boulevard • Suite 1800
Fort Lauderdale, Florida 33394

DAVID S. BOWMAN, ESQ.

Also Admitted In Michigan

January 2, 2002

SENT VIA FEDERAL EXPRESS PRIORITY OVERNIGHT

Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

100004749071--8
-01/03/02--01044--001
*****78.75 *****78.75

Re: API NETWORK, INC.

Gentleman:

Enclosed for filing are the following:

1. Original signed Articles Of Incorporation.
2. Two (2) copies of Articles Of Incorporation.
3. My check #1740 for \$78.75 payable to the Department Of State.

Please file the Articles Of Incorporation and send me a certified copy of same.

Thank you for your assistance.

Very truly yours,

By: David S. Bowman
David S. Bowman, Esquire.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 JAN -3 PM 3:22

DSB/db

David Bowman GAVE
AUTHORIZATION BY PHONE TO
CORRECT RA info
DATE 1/8/02
DOC. EXAM BC

DSB.L100.1.2.01.corporations

1-8-02
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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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**ARTICLES OF INCORPORATION
OF
API NETWORK, INC.**

I, the undersigned Incorporator of a Corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of the Corporation is API NETWORK, INC. (the "Corporation").

ARTICLE II - NATURE OF BUSINESS

The purpose of the Corporation shall be to engage in such business and business activity as are permitted and otherwise allowable by law.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that the Corporation is authorized to have outstanding at one time is one thousand (1,000) shares having a par value of one dollar (\$1.00) per share.

ARTICLE IV - ADDRESS

The principal office of the Corporation shall be located at 3318 S.W. 2nd Avenue, Ft. Lauderdale, FL 33315 and its Registered Agent is John P. Thomason.

ARTICLE V - DIRECTORS

The Corporation shall have at least one director, with the exact number of directors to be specified by the By-Laws adopted by the shareholders from time to time unless the shareholders shall, by a majority vote hereafter, determine that the Corporation be managed by the shareholders. The initial number of directors shall be one (1) and this director is John P. Thomason.

ARTICLE VI - EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE VII - INCORPORATOR

The name and post office address of the Incorporator of these ARTICLES OF INCORPORATION is John P. Thomason, 3318 S.W. 2nd Avenue, Ft. Lauderdale, FL 33315.

ARTICLE VIII - BY LAW AMENDMENT

The power to adopt, alter, amend or repeal the By-Laws of the Corporation shall be set forth in the By-Laws of the Corporation.

ARTICLE IX - INFORMAL ACTION OF DIRECTORS

If all the directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE X - AMENDMENTS

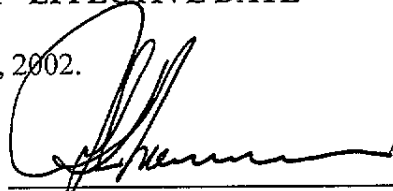
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by a majority of the shareholders of the Corporation entitled to vote thereon, unless all the directors and shareholders sign a written statement manifesting their intention that certain stated amendments to these Articles of Incorporation be made.

ARTICLE XI - 1244 STOCK PLAN

This Corporation shall perform all actions necessary to adopt a 1244 Stock Plan as to the common capital stock of the Corporation.

ARTICLE XII - EFFECTIVE DATE

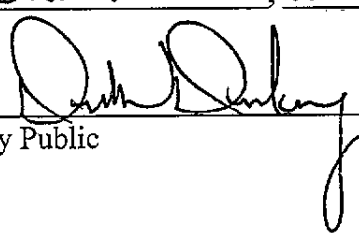
The effective date shall be January 1, 2002.


John P. Thomason
Incorporator

STATE OF FLORIDA)
) ss.
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day, before me a Notary Public, duly authorized in the state and county aforesaid, to take acknowledgements, personally appeared JOHN P. THOMASON (☒) personally known to me or (☐) produced his _____ as identification to be the person described herein as the Incorporator and who executed the foregoing Articles of Incorporation and he acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and seal in the county and state aforesaid this 26 day of December, 2001.



Notary Public



David W Dunley
My Commission CC921015
Expires March 21, 2004



David W Dunleavy
My Commission CC921015
Expires March 21, 2004



Print name of Notary Public

My Commission Expires:

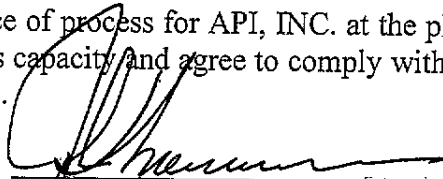
**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR
THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA
NAMING AGENT UPON WHOM SERVICE OF PROCESS MAY BE MADE**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

API NETWORK, INC. elects to organize under the laws of the State of Florida with its principal office located at c/o JOHN P. THOMASON, 3318 S.W. 2nd Avenue, Fort Lauderdale, FL 33315, as its agent to accept service of process within the State of Florida.

ACKNOWLEDGEMENT

Having been named to accept service of process for API, INC. at the place designated in the Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.



JOHN P. THOMASON
Registered Agent

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DIVISION OF CORPORATIONS
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