

**Electronic Articles of Incorporation  
For**

**P02000005571  
FILED  
January 16, 2002  
Sec. Of State**

ORBASYS BUSINESS SOLUTIONS 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:

ORBASYS BUSINESS SOLUTIONS INC.

**Article II**

The principal place of business address:

201 WOODBRIDGE DRIVE  
JUPITER, FL. 33458

The mailing address of the corporation is:

201 WOODBRIDGE DRIVE  
JUPITER, FL. 33458

**Article III**

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

**Article IV**

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

1,500

### **Article V**

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

NEIL ISLER  
201 WOODBRIDGE DRIVE  
JUPITER, FL. FL

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

Registered Agent Signature: NEIL D. ISLER

### **Article VI**

The name and address of the incorporator is:

SEAN THOMPSON  
201 WOODBRIDGE DRIVE  
JUPITER, FL 33458

Incorporator Signature: SEAN THOMPSON

### **Article VII**

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

Title: PS  
SEAN THOMPSON  
201 WOODBRIDGE DRIVE  
JUPITER, FL. 33458

Title: VT  
NEIL ISLER  
201 WOODBRIDGE DRIVE  
JUPITER, FL. 33458

### **Article VIII**

This corporation is to exist perpetually.

### **Article IX**

#### **Liability of Directors**

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from

## **Article IX (continued)**

which the director derives an improper personal benefit. Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

## **Article X**

### **Other Provisions**

**Preemptive Rights.** The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

**Director or Officer Interest.** In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

**Stock Transfer Restriction.** No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by an proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the same time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer anytime within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise its option to purchase by notifying the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

**Corporate Seal.** The corporation shall have no corporate seal.

**Execution of Written Instruments.** All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or Vice-President.

Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by the resolution of the board of directors.