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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FLORIDA PROFIT CORPORATION OR P.A.

OMNI SOFTWARE SYSTEMS INC.

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 MAY -9 PM 3:35

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402000136419
ARTICLES OF INCORPORATION
OF
OMNI SOFTWARE SYSTEMS INC.

(5)

FILED
02 MAY -9 PM 3:35
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ARTICLE I.

The name of this Corporation is: OMNI SOFTWARE SYSTEMS INC.

ARTICLE II.

The Corporation's principal place of business/ mailing address is: One Southeast Third Avenue, Suite 2130, Miami, Florida 33131. This Corporation shall exist in perpetuity commencing on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE III.

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV.

This Corporation is authorized to issue 10,000 shares of \$1.00 par value common stock which shall be designated as "Common Shares."

ARTICLE V.
SECTION I.

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this Corporation the assets of the Corporation shall be payable to and distributed ratably among the holders of record of the Common Shares.

SECTION II.: VOTING RIGHTS:

Except as otherwise provided by Law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

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ARTICLE VI.
PREEMPTIVE RIGHTS:

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII.

The street address of the initial registered office of this Corporation is: One Southeast Third Avenue, Suite 2130, Miami, Florida 33131, and the name of the initial registered agent of this Corporation at that address is: **COPROLITE CORPORATION.**

ARTICLE VIII.

This Corporation shall have four (4) Directors initially. The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The name(s) and address(es) of the initial Director(s) of this Corporation is/are:

Kent E. Green
205 Andrew Drive
Snug Harbor
Grand Cayman
Cayman Islands

Leta Dunn
1413 N.E. 15th Terrace
Pompano Beach, Florida

Michael T. Ryan
P.O. Box 1324GT
Newlands, Grand Cayman
Cayman Islands

Eileen J. Green
205 Andrew Drive
Snug Harbor
Grand Cayman
Cayman Islands

ARTICLE IX.

The name(s) and address(es) of the Officers of this Corporation is/are:

Kent E. Green, President and Treasurer
205 Andrew Drive
Snug Harbor
Grand Cayman, Cayman Islands

Eileen J. Green, Vice President and Secretary
205 Andrew Drive
Snug Harbor
Grand Cayman, Cayman Islands

ARTICLE X.

The name and address of the person or entity signing these Articles of Incorporation is:

STEPHEN A. BLASS
One Southeast Third Avenue
Suite 2130
Miami, Florida 33131

ARTICLE XI.
AMENDMENT:

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 9th day of May, 2002.

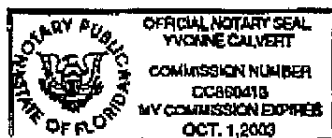
OMNI SOFTWARE SYSTEMS INC., a Florida corporation.


By: 
STEPHEN A. BLASS, Organizer

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, to me well known, personally appeared STEPHEN A. BLASS, who deposes and states that he executed the foregoing Articles of Incorporation for the purposes expressed therein.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, this 9th day of May, 2002 in the County and State aforesaid.




Yvonne Calvert, Notary Public,
State of Florida at Large
My Commission No: CC660413
My Commission expires: 10/1/03

HO 2000136419

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED.**

IN PURSUANCE OF CHAPTER 607.34, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED IN COMPLIANCE WITH SAID ACT:

FIRST THAT OMNI SOFTWARE SYSTEMS INC. DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL OFFICE, AS INDICATED IN THE ARTICLES OF INCORPORATION AT ONE SOUTHEAST THIRD AVENUE, SUITE 2130, MIAMI, FLORIDA 33131, HAS NAMED COPROLITE CORPORATION, LOCATED AT 2130 SUNBANK INTERNATIONAL CENTER, ONE SOUTHEAST THIRD AVENUE, MIAMI, FLORIDA 33131, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

OMNI SOFTWARE SYSTEMS INC., a Florida corporation.

BY:

STEPHEN A. BLASS, Organizer

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, WE HEREBY AGREE TO ACT IN THIS CAPACITY, AND FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF OUR DUTIES.

COPROLITE CORPORATION, a Florida corporation.

By:

STEPHEN A. BLASS, Vice President

Dated: May 9, 2002

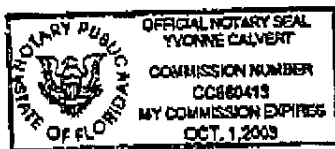
STATE OF FLORIDA)

) SS:

COUNTY OF DADE)

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Yvonne Calvert
Yvonne Calvert Notary Public
State of Florida at Large
My Commission No: CC860413
My Commission expires: 10/1/03

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