

# P02000104561

**Enterprise Business Process Management, Inc.**

5430 NW 109<sup>th</sup> Lane  
Coral Springs, Florida 33076  
Tel. 954-340-3559  
August 5, 2002

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
02 SEP 27 PM 3:06

Secretary of State  
Division of Corporations  
Corporate Filings  
P. O. Box 6327  
Tallahassee, Florida 32314

000007046430--0  
-08/12/02--01029--016  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Incorporation of Enterprise Business Process Management, Inc.

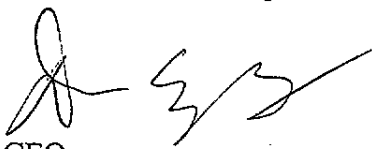
Dear Sirs:

Enclosed please find four (4) originals of the Articles of Incorporation for the subject company. Also enclosed is our check in the amount of \$78.75, the required fee for incorporating in the State of Florida.

Please return at least one original stamped "Filed" to me at the above address. And if you have any questions, please call me at the above number.

Thank you for your continued fine cooperation.

Sincerely yours,



David Koplovitz, CEO

W0223708

D. WHITE SEP 27 2002

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FLORIDA DEPARTMENT OF STATE

Jim Smith  
Secretary of State

August 15, 2002

DAVID KOPLOVITZ, CEO  
5430 NW 109 LANE  
CORAL SPRINGS, FL 33076

SUBJECT: ENTERPRISE BUSINESS PROCESS MANAGEMENT, INC.  
Ref. Number: W02000023708

We have received your document for ENTERPRISE BUSINESS PROCESS MANAGEMENT, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

UNABLE TO REACH YOU DIRECTLY BY TELEPHONE.

The name of the entity must be identical throughout the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6933.

Dale White  
Document Specialist  
New Filings Section

Letter Number: 402A00048454

**ARTICLES OF INCORPORATION  
OF**

02 SEP 27 PM 3: 06

**ENTERPRISE BUSINESS PROCESS MANAGEMENT, INC.**

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

**ARTICLE I**

**NAME OF CORPORATION**

The name of this corporation shall be:

ENTERPRISE BUSINESS PROCESS MANAGEMENT, INC.

**ARTICLE II**

**GENERAL NATURE OF BUSINESS**

The general nature of this business and the objects and purposes proposed to be transacted, promoted and carried on are to do any and all things hereinafter mentioned as fully and to the same extent as natural persons might or could do, namely:

- (A) Engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.
- (B) For itself or as agent or correspondent for others to deal in stocks, bonds, commercial paper, mortgages and other securities, to manage estates and properties, and to conduct a general trading company and a general real estate and rental business, including the buying, selling, leasing, improving and dealing in lands and tenements, and the construction and selling of houses and buildings. The corporation may take, acquire and hold stock in any other corporation, as well as to purchase, acquire, hold, improve, sell, convey, assign, release, mortgage, encumber, lease, hire and deal in and with the real and personal property of every name and nature, including stocks and securities of other corporations, and to loan money and take securities for the payment of all sums due the corporation, and to sell, assign and release such securities.
- (C) To build upon or in any other manner improve real estate in which this corporation has any interest whatsoever.
- (D) To lend money secured by mortgage or other security or without security, for itself or on a commission basis for others; to borrow money for the purpose of this corporation, and to issue bond, debentures, notes or other obligations therefore, and to secure the same by pledge or mortgage of the whole or any

part of the real estate or personal property of this corporation, or to issue bonds, debenture stocks, notes or other obligations without any such security; to accept and execute any and all agencies with respect to investment of money, the sale of real and/or personal property, and the collection and receipts of the proceeds thereof and/or the income therefrom; to buy and sell negotiable paper; to execute deeds, mortgages, lot contracts, bonds of title, releases and such other instruments as may be necessary for the conduct of legal and lawful business.

- (E) To buy, sell, trade or deal in any kind of goods, wares and merchandise.
- (F) To organize or cause to be organized under the laws of the State of Florida or of any other state, district, territory, province or government, a corporation or corporations for the purpose of accomplishing any or all of the objects for which this corporation is organized, and to dissolve, wind up, liquidate, merge or consolidate any such organization or corporation, or to cause the same to be dissolved, wound up, liquidated, merged or consolidated.
- (G) To purchase, hold, sell, exchange or transfer, or otherwise deal in shares of its own capital stock, bonds or other obligations from time to time to such an extent and in such manner and upon such terms as its Board of Directors shall determine, provided, however, that shares of its own capital stock belonging to this corporation shall not be voted directly or indirectly.
- (H) No contract or other transaction entered into by the corporation shall be affected by the fact that any Director of the corporation in any way is interested in or connected with any party to such contract or transaction, or is party to such contract or transaction if the same shall be approved by a majority of the directors present at the meeting of the Board or of the Committee authorizing or confirming said contract or transaction.
- (I) To carry on any other lawful business whatsoever which are under the same statutes as the corporation.
- (J) To engage in or conduct any lawful business permitted by the laws and statutes of the State of Florida.

The foregoing clauses shall be construed as objects and powers, and the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of the corporation, and it is the intention that the purposes, objects and powers specified in each of the paragraphs of this Article II of these Articles of Incorporation shall, except as otherwise expressly provided, in no wise be limited or restricted by reference to or inference under the terms of any other clauses or paragraphs of this Article, or of any other Articles of these Articles of Incorporation, but that each of the purposes, objects and powers specified in this Article, and each of the Articles or paragraphs of these Articles of Incorporation shall be regarded as independent purposes, objects and powers.

### **ARTICLE III**

#### **CAPITAL STOCK**

The authorized capital stock of the corporation shall be: 1000 shares at \$1.00 par value. All of the said stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose; labor or services may be purchased or paid for with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

### **ARTICLE IV**

#### **CORPORATE EXISTENCE**

This corporation shall have a perpetual existence unless sooner dissolved according to law.

### **ARTICLE V**

#### **PRINCIPAL PLACE OF BUSINESS**

The corporation shall have a principal place of business and shall have the privilege of having branch offices within the State of Florida, and within or without the United States of America. Initially, the principal place of business of the corporation shall be 5430 NW 109<sup>th</sup> Lane, Coral Springs, Florida 33076.

### **ARTICLE VI**

#### **BOARD OF DIRECTORS**

The business of the corporation shall be managed, and its corporate powers exercised, by a Board of not less than one nor more than seven directors. The exact number shall be established by the By-Laws, provided that the initial Board of Directors shall consist of five members. The acts of the majority of the Directors at a meeting where a quorum is present shall be the act of the Board of Directors. Directors' meetings may be held within or without the State of Florida. The Directors may, by resolution, designate an Executive Committee, and members of the Board of Directors or an Executive Committee shall be deemed present at a meeting of such Board or Committee if a telephone conference, or similar communication equipment, by means by which all persons of this corporation who shall be chosen, serve for such term and have such duties as may be prescribed by such By-Laws. Any of said offices may be combined.

**ARTICLE VII**

**INITIAL OFFICERS AND DIRECTORS**

The name and street addresses of the first Board of Directors and officers of the corporation who shall hold office for the first year or until their successors are chosen shall be:

David Koplovitz, CEO  
5430 NW 109<sup>th</sup> Lane  
Coral Springs, Florida 33076

**ARTICLE VIII**

**SUBSCRIBERS**

The names and street addresses of each subscriber and the number of shares of stock which each agrees to take, and the consideration thereof, is as follows:

David Koplovitz	1,000 Shares
5430 NW 109 <sup>th</sup> Lane	
Coral Springs, Florida 33076	

## **ARTICLE IX**

### **RESTRICTIONS ON SALE OR TRANSFER OF STOCK**

The corporation and/or shareholders of the corporation may enter into any agreement restricting the sale or transfer of shares of stock in this corporation which is authorized under the laws of the State of Florida. The By-Laws of the corporation may contain any restrictions on the sale or transfer of shares of stock in this corporation which are authorized under the laws of the State of Florida.

## **ARTICLE X**

### **REGISTERED AGENT**

The registered agent for this corporation shall be:

David Koplovitz, CEO  
5430 NW 109<sup>th</sup> Lane  
Coral Springs, Florida 33076

## **ARTICLE XI**

### **INDEMNIFICATION**

Each Director and Officer of the corporation, whether or not then in office, shall be indemnified by the corporation against all costs and expenses reasonably incurred upon him in connection with or arising out of any claim, demand, action, suit or proceeding in which he may be involved or to which he may be made a part by reason of his being or having been made a director or officer of the corporation (said expenses to include attorneys' fees and costs or reasonable settlements made with a view of curtailment of costs of litigation), except in relation to matters as to which he finally shall be adjudged in any such action, suit or proceedings to have been derelict in the performance of his duty, as such officer or director. Such right of indemnification shall be exclusive of any other rights to which a director or officer may be entitled under any regulations, agreements, vote of stockholders, or to which he may be entitled as a matter of law, and the rights of indemnification shall inure to the benefit of the heirs, executors and the administrators of any such director or officer.

## **ARTICLE XII**

### **AMENDMENT TO ARTICLES**

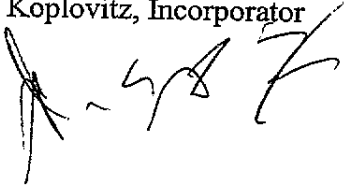
The corporation reserves the right to amend, alter or repeal any provision contained in the Articles of Incorporation in the manner now or hereafter prescribed by the Statutes of the State of Florida, and all rights and powers conferred on directors, including in the notice

of the meeting or if such notice is waived in writing by all of the stockholders entitled to vote thereon.

IN WITNESS OF THE FOREGOING, we have hereunto set our hands and seal this 5th day of August 2002.

Signed and acknowledged,

David Koplovitz, Incorporator

A handwritten signature in black ink, appearing to be "D. Koplovitz", written over the printed name.



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

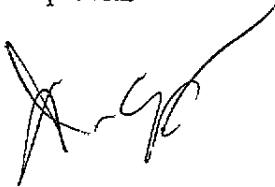
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First – That ENTERPRISE BUSINESS PROCESS MANAGEMENT, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at the City of Coral Springs, Florida, has named David Koplovitz as its agent to accept service of process with this State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above corporation, at place designated in this 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.

David Koplovitz



FILED STATE  
SECRETARY OF FLORIDA  
TALLAHASSEE, FLORIDA  
02 SEP 27 PM 3:06