

Division of Corporations

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## Florida Department of State

Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.

SCG, INC.

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION  
OF  
SCG, INC.**

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

**ARTICLE I: NAME OF CORPORATION**

The name and address of the initial principal office of the Corporation is:

SCG, Inc.  
3200 W. Oakland Park Blvd,  
Lauderdale Lakes, Florida 33311

**ARTICLE II: REGISTERED AGENT**

The initial registered office of this Corporation shall be Sachs Sax & Klein, 301 Yamato Road, Suite 4150, Boca Raton, FL 33431 with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Michael Karsch.

**ARTICLE III: PURPOSE**

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the Florida Business Corporation Act ("FBCA") of the State of Florida.

**ARTICLE IV: DESIGNATION OF SHARES**

1. The aggregate number of shares which the Corporation shall have authority to issue is one million (1,000,000) preferred shares and five million (5,000,000) common shares, having a par value of \$0.01 per share. The holders of Common Stock will be entitled to one vote on each matter submitted to a vote at a meeting of stockholders for each share of Common Stock held of record by such holder as of the record date for such meeting.

2. **Preferred Stock.** The Preferred Stock may be issued in one or more series. The Board of Directors of the Corporation (the "**Board**") is hereby authorized to issue the shares of Preferred Stock in such series and to fix from time to time before issuance the number of shares to be included in any such series and the designation, relative powers, preferences, rights, qualifications, limitations or restrictions of all shares of such series. The authority of the Board with respect to each such series will include, without limiting the generality of the foregoing, the determination of any or all of the following:

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(a) the number of shares of any series and the designation to distinguish the shares of such series from the shares of all other series;

(b) the voting powers, if any, and whether such voting powers are full or limited in such series;

(c) the redemption provisions, if any, applicable to such series, including the redemption price or prices to be paid;

(d) whether dividends, if any, will be cumulative or noncumulative, the dividend rate of such series and the dates and preferences of dividends on such series;

(e) the rights of such series upon the voluntary or involuntary dissolution of, or upon any distribution of the assets of, the Corporation;

(f) the provisions, if any, pursuant to which the shares of such series are convertible into, or exchangeable for, shares of any other class or classes or of any other series of the same or any other class or classes of stock, or any other security, of the Corporation or any other corporation or other entity and the price or prices or the rates of exchange applicable thereto;

(g) the right, if any, to subscribe for or to purchase any securities of the Corporation or any other corporation or other entity;

(h) the provisions, if any, of a sinking fund applicable to such series; and

(i) any other relative, participating, optional or other special powers, preferences, rights, qualifications, limitations or restrictions thereof;

all as may be determined from time to time by the Board and stated in the resolution or resolutions providing for the issuance of such Preferred Stock (collectively, a "Preferred Stock Designation").

**3. Common Stock.** The holders of Common Stock will be entitled to one vote on each matter submitted to a vote at a meeting of stockholders for each share of Common Stock held of record by such holder as of the record date for such meeting.

A majority of the outstanding shares shall constitute a quorum at shareholders' meetings unless the By-Laws shall make provision for some lesser percentage of shares (but not less than 33-1/3%)

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**ARTICLE V: MANAGEMENT OF CORPORATION**

1. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. Subject to the rights of any holders of any class or series of capital stock as specified in the resolution adopted by the Board of Directors or a duly authorized committee thereof providing for such class or series of capital stock, the Board of Directors shall consist of at least one director, the exact number of directors to be determined from time to time solely by the Board of Directors.

2. Subject to the rights of the holders of any class or series of capital stock as specified in the resolution adopted by the Board of Directors or a duly authorized committee thereof providing for such class or series of capital stock, newly created directorships resulting from any increase in the number of directors and any vacancies on the Board of Directors, including those created through the death or resignation of an incumbent director, shall be filled solely by the affirmative vote of a majority of the remaining directors then in office, even though less than a quorum of the Board of Directors.

**ARTICLE VI: INDEMNIFICATION**

The directors and officers of the Corporation shall be protected from personal liability, through indemnification or otherwise, to the fullest extent permitted under the FBCA as from time to time in effect.

**ARTICLE VIII: INCORPORATOR**

The name and address of the incorporator is: Michael Karsch, Sachs Sax & Klein, 301 Yamato Road, Suite 4150, Boca Raton, FL 33431.

IN WITNESS WHEREOF, I, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a Corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 6<sup>th</sup> day of March, 2003.



Michael Karsch

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**CERTIFICATE DESIGNATING REGISTERED AGENT**

In compliance with the laws of the State of Florida, the following is submitted:

First – SCQ, Inc., desiring to organize under the laws of the State of Florida, has named Michael Karsch as its statutory registered agent.

Having been named the statutory agent of the above Corporation at the place designated in this Certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Dated this 6<sup>th</sup> day of March, 2003.

  
\_\_\_\_\_  
Michael Karsch  
Registered Agent

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