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DIVISION OF CONSTRUCTION

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2003 MAY -6 PM 1:20  
TALLAHASSEE FLORIDA

5/6/03

**CORPORATE  
ACCESS,  
INC.**

236 East 6th Avenue Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 Fax (850) 222-1666

**WALK IN**

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

1) Synapse, Inc.  
(CORPORATE NAME & DOCUMENT #)

2) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

3) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

4) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

5) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS \_\_\_\_\_



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

May 5, 2003

CORPORATE ACCESS INC.  
236 EAST 6TH AVENUE  
TALLAHASSEE, FL 32303

SUBJECT: SYNAPSE, INC.  
Ref. Number: W03000012816

FILED  
2003 MAY -6 PM 1:20  
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TALLAHASSEE FLORIDA

RECEIVED  
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BETTY L. HARRIS  
TALLAHASSEE, FLORIDA

We have received your document for SYNAPSE, 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):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

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) 245-6973.

Claretha Golden  
Document Specialist  
New Filings Section

Letter Number: 503A00027715

Corrected.

Thnx!

☺

Kelly

ARTICLES OF INCORPORATION

OF

SYNAPSE SOLUTIONS, INC.

FILED

2003 MAY -6 PM 1:20

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned, desiring to form a corporation under and pursuant to the laws of the State of Florida, for the purposes hereinafter stated, hereby make, subscribe and acknowledge before a notary public and file with the Secretary of State of Florida, these Articles of Incorporation, as follows:

I. NAME.

The name of this corporation shall be SYNAPSE SOLUTIONS, INC

II. DURATION.

This corporation is to commence its corporate existence on the date of the filing of these Articles of Incorporation and shall exist perpetually thereafter until dissolved sooner according to law.

III. NATURE OF BUSINESS.

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

IV. CAPITAL STOCK.

The total subscribed capital stock of this corporation shall consist of One thousand (1000) shares of common stock having a par value of One dollar (\$1.00) per share, which said capital stock shall be payable in lawful money of the United States of America, or in property, labor or services, rendered or to be rendered pursuant to written agreement in accordance with Florida Statutes Chapter 607, at a valuation to be fixed by the shareholders or Board of Directors, in the manner provided for by statute.

V. PREEMPTIVE RIGHTS.

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

VI. INITIAL REGISTERED OFFICE AND AGENT.

The address of the initial registered office of this corporation is located at 2121 Ponce de Leon Boulevard, Suite 900, Coral Gables, FL 33134 and the name of the initial registered agent of this corporation at this address is Robert L. Trescott.

VII. DIRECTORS.

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The names and addresses of the initial Board of Directors of this corporation are:

| <u>NAME</u>      | <u>ADDRESS</u>  |
|------------------|---|
| Ilan A. Arboleda | 2121 Ponce de Leon Blvd. #900<br>Coral Gables, FL 33134 |

The shareholders or directors shall elect a President, Secretary and Treasurer and such other corporate officers from time to time as deemed advisable. Any two or more offices may be held by the same person. It shall not be necessary for any officer or director to own stock in the corporation.

VIII. INCORPORATORS.

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

Ilan A. Arboleda  
2121 Ponce de Leon Blvd. #900  
Coral Gables, FL 33134  
Miami, FL 33137

IX. MANAGEMENT.

The business of this corporation may be conducted by its shareholders rather than by the Board of Directors. If managed by the shareholders, then an act authorized by a fifty one (51%) percent vote of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall be the act of the shareholders.

X. INDEMNIFICATION.

The corporation shall indemnify any of its agents, officers or directors to the full extent permitted by law.

XI. DIRECTORS QUORUM AND VOTING.

A majority of the directors shall constitute a quorum for a meeting of directors.

If a quorum is present, the affirmative vote of fifty one (51%) percent of the directors present, or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting, shall be the act of the Board of Directors.

XII. TRANSACTIONS BETWEEN RELATED CORPORATIONS.

No contract or transaction between this corporation and any other corporation or entity shall be affected or invalidated by the fact that any one or more of the directors of this corporation is or are interested in, or is a director, officer or fiduciary, or are directors, officers or fiduciaries, of such other corporation or entity.

XIII. BYLAWS.

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the Board of Directors are hereby authorized to adopt, alter, amend or repeal bylaws at their pleasure, so long as such bylaws are in accordance with the laws of the State of Florida.

XIV. SHAREHOLDERS QUORUM AND VOTING.

Fifty one (51%) percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty one (51%) percent of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

XV. AMENDMENTS.


This corporation reserves the right to amend, alter, change or repeal any provision contained herein in the manner now

or hereafter prescribed by law, and all rights conferred on shareholders herein are granted subject to this reservation.

XVI. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address for the corporation is 2121 Ponce de Leon Boulevard, Suite 900, Coral Gables, FL 33134.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal, this 29<sup>th</sup> day of April, 2003.

  
ILAN A. ARBOLEDA

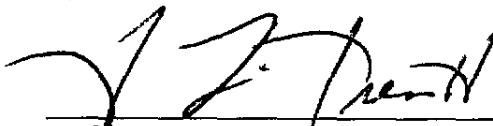
RESIDENT AGENT  
CERTIFICATE

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

First: That SYNAPSE, SOLUTIONS, INC., desiring to organize  
under the laws of the State of Florida, with its initial office, as  
indicated in the Articles of Incorporation, in the city of Coral  
Gables, County of Miami-Dade, State of Florida, has named Robert L.  
Trescott, as its agent to accept service of process within this  
state.

ACKNOWLEDGMENT

Having been named to accept service of process for  
the above-stated corporation, at the 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.

  
\_\_\_\_\_  
Robert L. Trescott  
Resident Agent

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