

Sent by: GREENBERG TRAURIG  
Division of Corporations

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(((H03000302240 3)))

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TALLAHASSEE FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

CBC COMPUTER SYSTEMS INC.

Certificate of Status	1
Certified Copy	1
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Estimated Charge	\$87.50

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**FAX AUDIT NO.: H03000302240 3**

ARTICLES OF INCORPORATION  
OF  
CBC COMPUTER SYSTEMS INC.

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TALLAHASSEE, FLORIDA

The undersigned, being a natural person of legal age, does hereby desire to form a corporation under the laws of the State of Florida and does hereby adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of the Corporation shall be CBC COMPUTER SYSTEMS INC. The mailing address of the Corporation shall be 122 Niagara Street, St. Catharines, ON, Canada L2R 4L4 and the business address of the Corporation shall be 455 Douglas Avenue, Suite 2155-31, Altamonte Springs, Florida 32714.

ARTICLE II

CORPORATE DURATION

This Corporation shall commence to exist upon the filing of these Articles of Incorporation. The duration of the Corporation is perpetual.

ARTICLE III

GENERAL PURPOSE OF CORPORATION

The general purpose for which the Corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act and to do all and everything necessary, suitable, or proper for the accomplishment of that purpose, the attainment of any objectives, or the exercise of any authority therein set forth, either alone or in conjunction with any other corporation, firm, or individual, and either as principal or agent, and to do every other act or acts, thing or things,

This document was prepared by:  
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incidental or appurtenant to or growing out of or connected with the above-mentioned objects, purposes or authority.

**ARTICLE IV**  
**CAPITAL STOCK**

The aggregate number of shares for which the Corporation is authorized to issue is 100,000. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share. The total number of shares of all classes of stock that this Corporation shall have the authority to issue is 500,000 shares, consisting of:

- (a) 250,000 shares of common stock, par value \$1.00 per share  
(the "Common Stock"); and
- (b) 250,000 shares of preferred stock, par value \$1.00 per share  
(the "Preferred Stock").

The designations, powers, preferences and relative participating, optional or other special rights, and the qualifications, limitations and restrictions thereof in respect of the Common Stock and the Preferred Stock are as follows:

A. **COMMON STOCK.**

1. **DIVIDENDS, LIQUIDATION, VOTING, ETC.** The Common Stock shall be subject to the express terms of the Preferred Stock, if any, and any class or series thereof. Subject to the preferential dividend rights applicable to shares of any class or series of Preferred Stock, the holders of shares of Common Stock shall be entitled to receive when, as and if declared by the Board of Directors, out of funds legally available therefor, dividends and other distributions payable in cash, property, stock (including shares of any class or series of this Corporation, whether or not shares of such class or series are already outstanding) or otherwise. In the event of any voluntary or involuntary liquidation, dissolution or winding up of this Corporation and after the holders of the Preferred Stock shall have been paid in full the amounts to which

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they shall be entitled, if any, or a sum sufficient for such payment in full shall have been set aside, the holders of shares of the Common Stock shall be entitled to receive all of the remaining assets of this Corporation available for distribution to its shareholders, ratably in proportion to the number of shares of the Common Stock held by them. Each share of Common Stock shall have one (1) vote on all matters that are submitted to shareholders for vote.

2. SALES AND REPURCHASES. Shares of Common Stock may be issued by this Corporation for such consideration, having a value of not less than the par value thereof, as is determined by the Board of Directors. The Board of Directors shall have the power to cause this Corporation to purchase, out of funds legally available therefor, shares of Common Stock from such persons and for such consideration as the Board of Directors shall from time to time in its discretion determine, and as otherwise permitted by law.

B. BLANK CHECK PREFERRED STOCK.

1. ISSUANCE. The blank check preferred stock may be issued from time to time in one or more class or series. Subject to the limitations set forth herein and any limitations prescribed by law, the Board of Directors is expressly authorized, prior to issuance of any class or series of blank check preferred stock, to fix by resolution or resolutions providing for the issue of any class or series the number of shares included in such class or series and the designations, relative powers, preferences and rights, and the qualifications, limitations or restrictions of such class or series. Pursuant to the foregoing general authority vested in the Board of Directors, but not in limitation of the powers conferred on the Board of Directors thereby and by the Florida Business Corporation Act, the Board of Directors is expressly authorized to determine with respect to each class or series of blank check preferred stock:

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(a) the designation or designations of such class or series and the number of shares constituting such class or series;

(b) the rate or amount and times at which, and the preferences and conditions under which, dividends, if any, shall be payable on shares of such class or series, the status of such dividends as cumulative or noncumulative, the date or dates from which dividends, if cumulative, shall accumulate, and the status of such shares as participating or nonparticipating after the payment of dividends as to which such shares are entitled to any preference;

(c) the rights and preferences, if any, of the holders of shares of such class or series upon the liquidation, dissolution or winding up of the affairs of, or upon any distribution of the assets of, this Corporation, which amount may vary depending upon whether such liquidation, dissolution or winding up is voluntary or involuntary and, if voluntary, may vary at different dates, and the status of the shares of such class or series as participating or nonparticipating after the satisfaction of any such rights and preferences;

(d) whether the class or series is to have voting rights, full or limited, or is to be without voting rights;

(e) the times, terms and conditions, if any, upon which shares of such class or series shall be subject to redemption, including the amount the holders of shares of such class or series shall be entitled to receive upon redemption (which amount may vary under different conditions or at different redemption dates) and the amount, terms, conditions and manner of operation of any purchase, retirement or sinking fund to be provided for the shares of such class or series;

(f) the rights, if any, of holders of shares of such class or series to convert such shares into, or to exchange such shares for, shares of any other class or classes or of any

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other series of the same or any other class or classes, the prices or rates of conversion or exchange, and adjustments thereto, and any other terms and conditions applicable to such conversion or exchange;

(g) the limitations, if any, applicable while such class or series is outstanding on the payment of dividends or making of distributions on, or the acquisition or redemption of, Common Stock or any other class or series of shares ranking junior, either as to dividends or upon liquidation, to the shares of such class or series;

(h) the conditions or restrictions, if any, upon the issue of any additional shares (including additional shares of such class or series or any other class or series) ranking on a parity with or prior to the shares of such class or series either as to dividends or upon liquidation;

(i) any other relative powers, preferences and participating, optional or other special rights, and the qualifications, limitations or restrictions thereof, of shares of such class or series; in each case, so far as not inconsistent with the provisions of this Articles of Incorporation or the Florida Business Corporation Act as then in effect.

The shares of each class or series of the Preferred Stock may vary from the shares of any other class or series thereof in any or all of the foregoing respects. Shares of any class or series of Preferred Stock that shall be issued and thereafter acquired by this Corporation through purchase, redemption (whether through the operation of a sinking fund or otherwise), conversion, exchange or otherwise shall, upon appropriate filing and recording to the extent required by law, have the status of authorized and unissued shares of Preferred Stock and may be reissued as part of such class or series or as part of any other class or series of Preferred Stock. Unless otherwise provided in the resolution or resolutions of the Board of Directors providing for the issuance thereof, the number of authorized shares of stock of any class or

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series of Preferred Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by resolution or resolutions of the Board of Directors and appropriate filing and recording to the extent required by law. In case the number of shares of any such class or series of Preferred Stock shall be decreased, the shares representing such decrease shall, unless otherwise provided in the resolution or resolutions of the Board of Directors providing for the issuance thereof, resume the status of authorized but unissued shares of Preferred Stock, undesignated as to class or series.

**C. RESTRICTIONS.**

No stock of this Corporation may be issued or transferred without the unanimous approval of the Board of Directors.

**ARTICLE V**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is 455 Douglas Avenue, Suite 2155-31, Altamonte Springs, Florida 32714 and the name of the initial registered agent of this Corporation at that address is ALBERT D. KAMINSKY.

**ARTICLE VI**  
**INITIAL DIRECTORS**

This Corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders. The name and address of the initial director of this Corporation shall be:

WALLACE C. PARTRIDGE  
122 Niagara Street  
St. Catharines, ON, Canada L2R 4L4

WARD C. PARTRIDGE  
122 Niagara Street  
St. Catharines, ON, Canada L2R 4L4

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WADE C. PARTRIDGE  
122 Niagara Street  
St. Catharines, ON, Canada L2R 4L4

ARTICLE VII

INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is as follows:

RIDGEPART HOLDINGS, INC.  
122 Niagara Street  
St. Catharines, ON, Canada L2R 4L4

ARTICLE VIII


AMENDMENT

This Corporation reserves the right to amend, alter, change or repeal any provisions contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statute.

IN WITNESS WHEREOF, the undersigned, being the subscriber to these Articles of Incorporation, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do make and file this Certificate, hereby declaring and certifying that the facts herein stated are true and hereunto set my hand and seal this 20 day of October, 2003.

RIDGEPART HOLDINGS INC., an Ontario  
Corporation

By:

  
Name: WALLACE C. PARTRIDGE  
Title: PRESIDENT



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CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED  
AGENT UPON WHOM PROCESS MAY BE SERVED

FILED  
2003 OCT 23 AM 11:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

CBC COMPUTER SYSTEMS INC. (the "Corporation") desiring to organize as a domestic for profit corporation or qualify under the laws of the State of Florida has named and designated ALBERT D. KAMINSKY, as its Registered Agent to accept service of process within the State of Florida with its registered office located at 455 Douglas Avenue, Suite 2155-31, Altamonte Springs, Florida 32714.

ACKNOWLEDGEMENT

Having been named as Registered Agent for the Corporation at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Section 607.0501, Florida Statutes, as the same may apply to the Corporation; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

Dated this 20 day of October, 2003.

  
ALBERT D. KAMINSKY, Registered Agent