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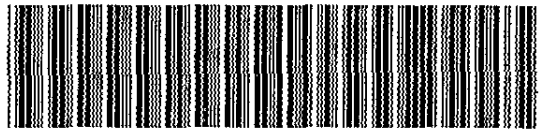
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DIVISION OF TAXATION  
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*LAW OFFICES*  
**DEBORAH A. ROTH, P.A.**

7301-A W. Palmetto Park Road, Suite 305-C  
Boca Raton, Florida 33433

(561) 361-6868  
Fax: 361-6862

August 18, 2004

Attn.: Corporate Filings  
Division of Corporations  
Department of State  
409 E. Gaines Street  
Tallahassee, Florida 32399

Dear Clerk:

With reference to the above-captioned matter, enclosed please find a set of Articles of Incorporation. Please file the articles as soon as possible and return a certified copy to me. I have enclosed a check for \$78.75, representing your fee for same.

Thank you for your assistance in this regard. Should you have any questions, please do not hesitate to call me.

Very truly yours,

DEBORAH A. ROTH, P.A.

  
Deborah Ann Roth

Encls.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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## ARTICLES OF INCORPORATION OF

### GNOSIS SOLUTIONS, INC.

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation in accordance with the laws of the State of Florida:

#### ARTICLE I - NAME

The name and principal address of the corporation shall be:

GNOSIS SOLUTIONS, INC.  
1186 Canyon Way  
Wellington, Florida 33414

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SECRET  
DIVISION 1104100

#### ARTICLE II - PURPOSE AND DURATION

The corporation is organized for the following purposes:

- a. To engage in and transact any and all lawful business; and
- b. To own property, enter into contracts, and carry on any business necessary or incidental to the accomplishment or furtherance of the purpose or objects of this business.

The duration of the Corporation shall be perpetual or until dissolved by vote of the shareholders, as hereafter provided.

#### ARTICLE III - STATED CAPITAL

The corporation is authorized to issue 100 initial shares of stock, having \$1.00 (one dollar) par value per share. Said shares shall be of a single class of common stock. Each said share shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

The number of shares issued; class; voting power; and par value shall be determined from time to time by the Board of Directors.

#### ARTICLE IV- BOARD OF DIRECTORS and OFFICERS

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the Board of Directors.

Any and all of the powers and duties conferred to or imposed upon the Board of Directors, by resolution of the shareholders adopted at a special meeting called for that purpose, may be exercised or performed to such extent and by such person or persons as shall be provided by the shareholders.

The corporation shall have two Directors initially. The number of directors may be thereafter increased or decreased from time to time, in accordance with the Bylaws of the corporation.

The name and address of the initial members of the Board of Directors are:

DIRECTOR

PRESIDENT/ TREASURER

RICHARD BROWN  
1186 Canyon Way  
Wellington, Florida 33414

DIRECTOR

VICE-PRESIDENT, SECRETARY

VAN MAYROS  
1186 Canyon Way  
Wellington, Florida 33414

#### ARTICLE V - INDEMNIFICATION

The corporation shall indemnify any present or former officer or director, or person exercising powers or duties of a director, to the full extent now or hereafter permitted by law.

#### ARTICLE VI - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders, but the Board of Directors may not alter, amend or repeal any bylaws adopted by the shareholders, if the shareholders provide that the bylaws shall not be altered, amended or repealed by the Board of Directors.

ARTICLE VII - AMENDMENT

These Articles of Incorporation may be amended at any time by vote of the majority of the voting stock of the corporation, at any regular meeting of the stockholders or at any special meeting of the stockholders called for that purpose.

## ARTICLE VIII - INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation are:

RICHARD BROWN  
1186 Canyon Way  
Wellington, Florida 33414

ARTICLE IX - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the Initial Registered Office and Agent of the corporation are:

RICHARD BROWN  
1186 Canyon Way  
Wellington, Florida 33414

IN WITNESS WHEREOF, the undersigned, as Incorporator,  
hereby executes these Articles of Incorporation this 18 day of  
AUGUST, 2004.

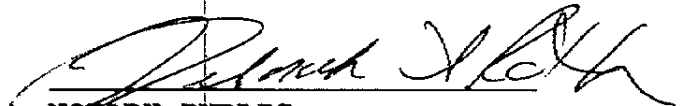
**BY:**

RICHARD BROWN, Incorporator


STATE OF FLORIDA )  
 ) ss  
COUNTY OF PALM BEACH )

Before me, the undersigned authority, an officer of duly authorized to administer oaths and take acknowledgments, personally appeared RICHARD BROWN known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS, my hand and official seal this 18 day of AUGUST 2004 at Boca Raton, Palm Beach County, Florida.

  
NOTARY PUBLIC  
State of Florida at Large

My commission expires:

 Deborah Ann Roth  
My Commission DD167480  
Stamp Expires 08/18/2007

☒ Personally known to me, or  
( ) Produced identification:

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

I, RICHARD BROWN, whose address is stated below, being the same as that RICHARD BROWN designated in the Articles of Incorporation of GNOSIS SOLUTIONS, INC.; whose principal place of business is: 1186 Canyon Way, Wellington, Florida 33414 do hereby accept the appointment as the Registered Agent, and am familiar with and accept my duties as Registered Agent, in accordance with Chapter 607 of the Florida Statutes.

Dated this 18 day of AUGUST, 2004.

GNOSIS SOLUTIONS, INC.  
1186 Canyon Way  
Wellington, Fl. 33414

BY: 

RICHARD BROWN, Registered Agent

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DIVISION OF CORP  
STATUTES