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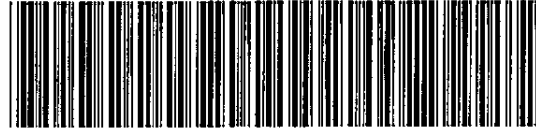
(Business Entity Name)

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**BROOKS C. MILLER P.A.**

*ATTORNEYS WITH A GLOBAL PERSPECTIVE™*

1690 WACHOVIA FINANCIAL CENTER

200 SOUTH BISCAYNE BOULEVARD

MIAMI, FLORIDA 33131

BROOKS C. MILLER

EMAIL: [BMILLER@BROOKSMILLER.COM](mailto:BMILLER@BROOKSMILLER.COM)

TELEPHONE: 305.372.0900

FACSIMILE: 305.372.0660

March 23, 2005

Valerie Ingram  
Florida Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

**Re: KeyNet Systems, Inc.**

To Whom It May Concern:

On March 16, 2005 we received correspondence from your office informing us of the rejected filing for KeyNet, Inc., reference number W05000013724.

Enclosed please find the articles of incorporation for KeyNet Systems, Inc., and request that our check number 4541 in the amount of \$78.75 that was enclosed for the filing fee in our letter dated March 7, 2005, be used as the filing fee for KeyNet Systems, Inc.

Should you have any questions, comments or concerns, please do not hesitate to contact our office. Thank you very much for your kind attention to this matter.

Very truly yours,

*Brooks C. Miller P.A.*



Jereme Soto  
Legal Assistant

Enclosure



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

March 16, 2005

JEREME SOTO  
1690 WACHOVIA FINANCIAL CENTER  
200 SOUTH BISCAYNE BOULEVARD  
MIAMI, FL 33131

SUBJECT: KEYNET, INC.  
Ref. Number: W05000013724

We have received your document for KEYNET, 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) 245-6962.

Valerie Ingram  
Document Specialist  
New Filings Section

Letter Number: 405A00018113

**Articles of Incorporation**  
**of**  
**KeyNet Systems, Inc.**

FILED  
05 MAR 28 AM 10:16  
CLERK OF THE CIRCUIT COURT  
IN AND FOR THE COUNTY OF DADE  
FLORIDA

Pursuant to the Florida Business Corporation Act the undersigned, acting as Incorporator of a corporation, hereby adopts the following Articles Of Incorporation for such Corporation:

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles Of Incorporation.

**Article I**  
**Name**

The name of the Corporation is KeyNet Systems, Inc.

**Article II**  
**Corporate Existence**

The Corporation's existence shall be perpetual and shall be effective upon the filing of these Articles Of Incorporation with the Florida Department Of State.

**Article III**  
**Stock**

**Section A. Authorized Common Voting Shares.** The aggregate number of common voting shares which the Corporation is authorized to issue is 10,000 shares of \$0.00 par value common voting stock.

1. **Voting Rights and Notice.** At all meetings of Shareholders, each Shareholder shall be entitled to one vote for each share of common voting stock held by him, which may be cast by the Shareholder in person or by proxy. The holders of common voting shares issued and outstanding, except where otherwise provided by law or by these Articles of Incorporation shall have and possess the exclusive right to notice of Shareholders' meetings and the exclusive voting right and power.

2. **Dividends.** Except where otherwise provided by law or by these Articles of Incorporation, dividends may be paid on the common voting shares out of any assets at the time legally available therefore. Any dividend so declared shall be distributed among and paid to the holders of the outstanding common voting shares without distinction according to their respective shares.

3. Liquidation. Except where otherwise provided by law or by these Articles of Incorporation, in the event of the voluntary or involuntary liquidation, dissolution, or winding up of this Corporation, subject to all of the preferential rights of the holders of any preferred shares on distributions or otherwise, the holders of the common voting shares shall be entitled to receive all of the remaining assets of the Corporation and such assets shall be distributed to the holders of the outstanding common voting shares without distinction according to their respective shares.

Section B. Cumulative Voting. There shall be no cumulative voting.

Section C. No Pre-emptive Rights of Shareholders. No holder of any shares of the Corporation shall have any pre-emptive or other subscription rights or be entitled, as of right, to purchase or subscribe for any part of the unissued shares of the Corporation or of any additional shares issued by reason of any increase of authorized shares of the Corporation or other securities whether or not convertible into shares of the Corporation.

Section D. First Lien. The Corporation shall have a first lien upon the shares of any Shareholder for any debt or liability owing by such Shareholder to the Corporation.

Section E. Transfer of Shares of Indebted Shareholder. If a Shareholder shall be indebted to the Corporation, the Directors may refuse to consent to a transfer of his or her shares until such indebtedness is paid, provided a copy of this Section or the substance thereof is written or printed upon the share certificates.

#### **Article IV** **Registered Agent**

The name and address of the Registered Agent for the Corporation is:

Brooks C. Miller  
200 S. Biscayne Blvd. Suite 1690  
Miami, Florida 33131

#### **Article V** **Registered Office**

The principal address of the Corporation is 13101 SW 19th Street Davie, Florida 33325.

#### **Article VI** **Incorporator**

The name and address of the Incorporator is:

Brooks C. Miller  
200 S. Biscayne Blvd. Suite 1690  
Miami, Florida 33131

**Article VII**  
**Purpose And Power**

The Corporation shall be formed for any lawful purposes and shall have unlimited power to engage in and to do any lawful act concerning any and all lawful businesses for which corporations may be organized under the Florida Business Corporation Act.

**Article VIII**  
**Directors**

The number of Directors constituting the initial Board of Directors is one. The name and address of the person, who is to serve as Director until the first annual meeting of Shareholders or until its successor is elected and shall qualify, is:

**Name and Address**

Luis Peleja  
13101 SW 19th Street  
Davie, Florida 33325

After the initial Board of Directors, the Board shall consist of such number of Directors as shall be fixed by the Bylaws of the Corporation.

Each Director shall hold office for the term for which he or she is elected and until his or her successor shall have been elected and qualified, unless removed from office by a majority vote of the Shareholders represented at a special meeting of Shareholders properly called and held in accordance with the Articles Of Incorporation and Bylaws of the Corporation.

**Article IX**  
**No Board Of Directors**

After the completion of the organization meeting of the Director and the issuance of one or more shares of stock of the Corporation, the Corporation shall have no Board of Directors.

**Article X**  
**Officers**

The Officers of the Corporation may consist of a President, Secretary, and such other Officers and assistant Officers as shall be named by the Board of Directors pursuant to the Bylaws of the Corporation. The initial Officers of the Corporation, who shall serve as such until the first meeting of the Board of Directors or until their successors are elected and shall qualify, are:

**Office Name and Address**

President Luis Peleja  
13101 SW 19th Street  
Davie, Florida 33325

Secretary Luis Peleja  
13101 SW 19th Street  
Davie, Florida 33325

**Article XI**  
**Corporate Seal**

This Corporation shall not have a corporate seal.

**Article XII**  
**Real Estate Documents**

All conveyances and mortgages of and leases relating to real property made by the Corporation shall be executed by the President, and all releases of mortgages, liens, judgments, or other claims that are required by law to be made of record may be executed by the President.

**Article XIII**  
**Indemnification Of Officers**

This Corporation shall indemnify a Officer of this Corporation, and each Officer of this Corporation who is serving or who has served, at the request of this Corporation, as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan to the fullest extent possible against expenses, including attorneys' fees, judgments, penalties, fines, settlements and reasonable expenses, actually incurred by such Officer, relating to any action taken, or any failure to take any action, as a Officer of this Corporation or as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan, except that the mandatory indemnification required by this sentence shall not apply for any of the following: (i) receipt of a financial benefit to which the Officer is not entitled, (ii) an intentional infliction of harm on the Corporation or its Shareholders, (iii) a violation of Florida Business Corporation Act, or (iv) an intentional violation of criminal law.

The indemnification provided in this Article shall not be deemed exclusive of any other rights to which a person indemnified may be entitled under any Bylaw, agreement, vote of Shareholders, or disinterested Directors or otherwise, both as to action in the official capacity of such person and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be an Officer and shall inure to the benefit of the heirs, executors, and administrators of such person.


**Article XIV**  
**Amendment Of Articles Of Incorporation**

The Corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles Of Incorporation in the manner now or hereafter prescribed by statute and all rights conferred upon Shareholders herein are granted subject to this reservation.

**Article XV**  
**Approval Of Compensation**

No salary or other compensation shall be paid to any Officer of the Corporation for services rendered as such Officer unless and until the same shall have been approved in writing, or by affirmative vote taken at a duly held Shareholders' meeting by the record holders of at least 51% of the then-outstanding voting shares of the Corporation.

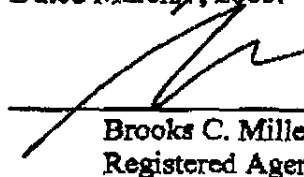
<sup>29</sup>  
Dated March 7, 2005.

  
\_\_\_\_\_  
Brooks C. Miller  
Incorporator

**Acceptance**

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

<sup>29</sup>  
Dated March 7, 2005.

  
\_\_\_\_\_  
Brooks C. Miller  
Registered Agent

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