

Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 617-6381

From:

Account Name : ARNSTEIN & LEHR LLP
Account Number : I20060000021
Phone : (954) 713-7633
Fax Number : (954) 713-7733

FLORIDA PROFIT/NON PROFIT CORPORATION

eScreen Sensor Solutions, Inc.

Certificate of Status	0
Certified Copy	1
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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12/14/2007 17:00 FAX

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Fax Audit # (((H07000299963 3)))

Counterpoint Group, Inc.
1440 Coral Ridge Drive, Suite 351
Coral Springs, FL 33071

December 12, 2007

Florida Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: Formation of eScreen Sensor Solutions, Inc.

To Whom It May Concern:

Please be advised that I am the President and Director of Counterpoint Group, Inc., Florida Document Number P02000128087 (the "Corporation"). The Corporation was formerly known as eScreen Sensor Solutions, Inc., and changed its name by filing Articles of Amendment with your office on December 13, 2007. Neither the Company, nor any of its officers or directors have any intention of renaming the Corporation "eScreen Sensor Solutions, Inc."

It is now my desire to form a new corporation to be named "eScreen Sensor Solutions Corp.", which company will be a wholly-owned subsidiary of the Corporation.

As President of the Corporation, I hereby authorize the use of the name "eScreen Solutions Corp." in the formation of the Company.

By:


Jan H. Kaplan, President

Letter to Secy of State authorizing use of
name eScreen

Fax Audit # (((H07000299963 3)))

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**ARTICLES OF INCORPORATION
OF ESCREEN SENSOR SOLUTIONS, INC.**

The undersigned, being a natural person competent to contract, does make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

**ARTICLE I
NAME**

The name of the Corporation is eScreen Sensor Solutions, Inc.

**ARTICLE II
DURATION**

The term of existence of the Corporation is perpetual.

**ARTICLE III
PURPOSE**

The Corporation may transact any and all lawful business for which corporations may be organized under the Florida Business Corporation Act.

**ARTICLE IV
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is:

1440 Coral Ridge Drive, Suite 351
Coral Springs, FL 33071

**ARTICLE V
CAPITAL STOCK**

The maximum number of shares that the Corporation shall be authorized to issue and have outstanding at any one time shall be Fifty Million (50,000,000) shares, of which:

(i) Forty Million (40,000,000) shares shall be designated Common Stock, \$0.0001 par value. Each issued and outstanding share of Common Stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders;

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(ii) Ten Million (10,000,000) shares shall be designated Preferred Stock. The Board of Directors of the Corporation, by resolution or resolutions, at any time and from time to time, shall be authorized to divide and establish any or all of the unissued shares of Preferred Stock into one or more series and, without limiting the generality of the foregoing, to fix and determine the designation of each such share, the number of shares which shall constitute such series and certain preferences, limitations and relative rights of the shares of each series so established.

ARTICLE VI REGISTERED OFFICE AND AGENT

The street address of the Corporation's registered office is: 1440 Coral Ridge Drive, Suite 351, Coral Springs, FL 33071. The name of the Corporation's registered agent at that office is: Jan H. Kaplan.

ARTICLE VII INITIAL DIRECTORS

The Corporation shall have one (1) to seven (7) directors as determined by the board of directors.

ARTICLE VIII INCORPORATOR

The name and address of the person signing these Articles of Incorporation as the Incorporator is Jan H. Kaplan, 1440 Coral Ridge Drive, Suite 351, Coral Springs, FL 33071.

ARTICLE IX AFFILIATED TRANSACTIONS

The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

ARTICLE X CONTROL SHARE ACQUISITIONS

The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

Fax Audit # (((H07000299963 3)))

**ARTICLE XI
INDEMNIFICATION**

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

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on this 12th day of December, 2007.

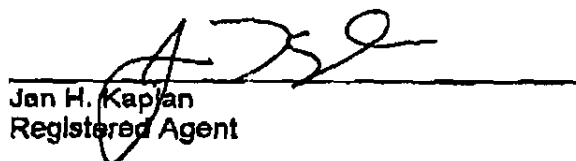

Jan H. Kaplan, Incorporator

**CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of eScreen Sensor Solutions, Inc., a Florida corporation (the "Corporation"), in the Corporation's Amended and Restated Articles of Incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's Amended and Restated Articles of Incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 12th day of December, 2007.


Jan H. Kaplan
Registered Agent

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