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TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
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TALLAHASSEE, FL 32399  
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ARTICLES OF INCORPORATION  
OF  
CARATEL SYSTEMS INC.

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The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is CARATEL SYSTEMS INC., with its principal office and mailing address of P.O. Box 5784, Ft. Lauderdale, FL 33310.

ARTICLE II

The duration of the corporation is perpetual.

ARTICLE III

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

1. The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be Seventy Five Hundred (7,500.00) shares of common stock having a par value of One (\$1.00) Dollar per share.

Prepared by Weinstein & Scharf, P.A., 1999 University Drive, Suite 402, Coral Springs, FL 33071,  
by Lawrence Weinstein, Esq., Florida Bar No. 320374.

Lawrence Weinstein, Esq.

Fl. Bar No. 320374

(305) 755-4011

1999 University Dr. #402

Coral Springs, FL 33071

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2. The capital stock may be paid for by the property, labor or services, at a just valuation to be fixed by the incorporators, or by the Directors at a meeting called for such purpose, or at the organization meeting.

3. Property, labor or services may also be purchased or paid for with the capital stock at a just valuation of said property, labor or services, to be fixed by the Directors of the company. Stock in other corporations or going businesses may be purchased by the corporation in return for the issuance of its capital stock, and said purchase shall be on such basis and for such consideration and the issuance of so much of the capital stock as the Directors of the company may decide.

#### ARTICLE V

The amount of capital with which this corporation will begin business shall not be less than Five Hundred and 00/100 (\$500.00) Dollars.

#### ARTICLE VI

The street address of the initial registered office of this corporation is 1999 University Drive, Suite 402, Coral Springs, Florida 33071 and the name of the initial registered agent at that address is LAWRENCE WEINSTEIN, ESQ. The Registered Agent and Registered Office may be changed from time to time by filing with the Secretary of State of Florida, a Certificate designating a new Registered Agent and/or a new Registered Office without the necessity of amending these Articles of Incorporation.

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#### ARTICLE VII

The number of Directors constituting the Initial Board of Directors of the corporation is two (2). The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the members of the Initial Board of Directors, who unless otherwise provided by the By-Laws of the corporation, shall hold office for the first year of existence of the corporation or until successors are elected or appointed and have duly qualified, are as follows:

#### NAME

#### ADDRESS

Henri Claude Douzo, President & Treasurer

P.O. Box 5784  
Ft. Lauderdale, FL 33310

Jean Claude Desruisseaux, Vice-President

P.O. Box 5784  
Ft. Lauderdale, FL 33310

#### ARTICLE VIII

The name and address of each person signing these Articles as an Incorporator are as follows:

LAWRENCE WEINSTEIN, ESQ.  
1999 University Drive  
Suite 402  
Coral Springs, Florida 33071

#### ARTICLE IX

The corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

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### ARTICLE X

The stockholders of this corporation may divide themselves into groups for the purpose of obtaining unit control in the corporation; and when any agreement is made between stockholders owning at least eighty (80%) per cent of the stock then outstanding in the corporation, such agreement shall be binding upon the corporation, and shall be recognized by the Directors and shall be observed by the Officers and Agents of the corporation; and particularly, the stockholders are authorized to include in such agreement entered into between themselves, provisions which will confer upon individual groups of power to elect certain numbers of directors, and in particular, stockholders may include in the agreement between themselves the following as valid matters of agreement, to wit:

1. The manner and method in which and the persons by whom directors may be elected;
2. Any limitation upon the transferability or assignment of the stock;
3. The conferring of preemptive rights of purchase upon the stockholders as conditions precedent to the sale of any other stock;
4. Any matter related to effectuating the purposes included in any of the foregoing matters.

Agreements between the stockholders shall continue to be binding upon the corporation until there is filed with the President and the Secretary of the corporation, in duplicate, a written instrument, signed by the persons who originally created such

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Stockholder's Agreements (or their successor in ownership, providing such succession in ownership shall have been accomplished in accordance with the terms of the Stockholder's Agreements) consenting to the revocation and cancellation of the Agreements among the stockholders.

EXECUTED by the undersigned at Coral Springs, Broward County, Florida on this 11 day of July, 1995.

  
\_\_\_\_\_  
LAWRENCE WEINSTEIN, ESQ.

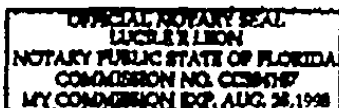
STATE OF FLORIDA  
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgements, personally appeared LAWRENCE WEINSTEIN, ESQ., to me personally known or has produced \_\_\_\_\_ as identification, who executed and acknowledged the foregoing Articles of Incorporation, under oath.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Coral Springs, Broward County, Florida this 11 day of January, 1995.

  
\_\_\_\_\_  
NOTARY PUBLIC, State of Florida

My Commission Expires:



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CERTIFICATE DESIGNATING REGISTERED AGENT AND  
REGISTERED OFFICE FOR THE SERVICE OF PROCESS WITHIN FLORIDA

In compliance with Section 48.091, Florida Statutes, the following is submitted:  
that CARATEL SYSTEMS INC. is desiring to organize or qualify under the laws of the State  
of Florida, has named LAWRENCE WEINSTEIN, ESQ. as its Registered Agent to accept  
service of process within Florida, at 1999 University Drive, Suite 402, Coral Springs, Florida  
33071, which address is also designated as the registered office of the corporation first  
mentioned above.

  
LAWRENCE WEINSTEIN, ESQ.

Dated: 1/11/95

Having been named Registered Agent to accept service of process for the above stated  
corporation, at the place designated in this Certification, LAWRENCE WEINSTEIN, ESQ.  
hereby agrees to act in that capacity and further agrees to comply with the provisions of all  
statutes relative to the proper and complete performance of such duties.

  
LAWRENCE WEINSTEIN, ESQ.

Dated: 1/11/95

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