

P4500000 4987

LAW OFFICES OF
POSESS AND WALSER, P.A.

7015 BERACASA WAY, SUITE 201
(N.W. CORNER OF PALMETTO PARK & POWERLINE RDS.)
BOCA RATON, FLORIDA 33433

THOMAS C. WALSER*
LL.M. - ESTATE PLANNING
CHARLES F. POSESS**
LORRI J. KOLBERT KLEIN
CARYN J. CLAYMAN***

* Member of Florida, Minnesota & Illinois Bars
** Member of Florida & New Jersey Bars
*** Member of Florida, Virginia & Colorado Bars

BOCA RATON: (407) 750-1000
FACSIMILE: (407) 750-0708

File Number: 2611

January 10, 1995

Secretary of State of Florida
Corporation Division
P.O. Box 6327
409 East Gaines Street
Tallahassee, Florida 32399

800001382888
-01/18/95--01060--013
****122.50 ****122.50

Re: PROGRAMA TOOLS, INC.

Dear Sir:

Enclosed please find the original Articles of Incorporation to be filed for the above-referenced corporation.

Also enclosed is a check for \$122.50 covering the filing fees and costs as follows:

Filing Certificate of Incorporation	\$35.00
One (1) Certified Copy	52.50
Designation of Registered Agent	<u>35.00</u>
Total	<u>\$122.50</u>

FILED
95 JAN 17 PM 3:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please return your confirmation letter regarding the incorporation and filing of this company to my office in the enclosed stamped self-addressed envelope.

DMC
1/19/95

Sincerely,

T. Walser (Am)

Thomas C. Walser

TCW:lm
cc: Ivan Kotzig

**STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF**

PROGRAMA TOOLS, INC.

FILED

93 JAN 17 PH 3:58

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator(s) of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is **PROGRAMA TOOLS, INC.** The principal office and mailing address is 301 West Camino Gardens Blvd., Boca Raton, FL 33432.

ARTICLE II

This corporation is to exist perpetually.

ARTICLE III

The purpose for which the corporation is organized is to engage in the transaction of any or all lawful business for which corporations may be incorporated under the provisions of the Florida General Corporation Act.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is 1,000 Common Shares at 1.00 par value.

ARTICLE V

Provisions granting preemptive rights are: The holders of common shares shall, upon the issue or sale of shares of stock, any class (whether now or hereafter authorized), have the right, during such period of time and on such conditions the Board of Directors shall prescribe, to subscribe to and purchase such shares in proportion to their respective holdings of common shares, at such price or prices as the Board of Directors may, from time to time, fix and as may be permitted by law.

ARTICLE VI

Provisions for the regulation of the internal affairs of the corporation are:
None.

ARTICLE VII

The street address of the initial registered office of the corporation is 7015 Beracasa Way, Suite 201, Boca Raton, FL 33433, and the name of its initial registered agent at such address is Thomas C. Walser, Esq..

ARTICLE VIII

The number of directors constituting the initial Board of Directors of the corporation is two (2) and the names and addresses of the person(s) who is/are to serve as Director(s) until the first annual meeting of shareholders or until their successor(s) are elected and shall qualify is/are:

NAME

Ivan Kotzig

Tawsik Zakak

ADDRESS(ES)

301 West Camino Gardens Blvd.
Boca Raton, FL 33432

301 West Camino Gardens Blvd.
Boca Raton, FL 33432

ARTICLE IX

The name and address of each incorporator is/are:

NAME(S)

Thomas C. Walser, Esq.

ADDRESS(ES)

7015 Beracasa Way, Suite 201
Boca Raton, FL 33433

DATED this 10 day of January, 1995.

Thomas C. Walser
Thomas C. Walser, Esq., Incorporator

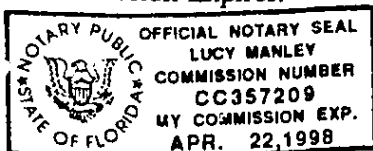
STATE OF FLORIDA)

COUNTY OF PALM BEACH)

)ss:

The foregoing instrument was acknowledged before me, this 10 day of January, 1995, by Thomas C. Walser, Esq. who is personally known to me, or who has produced a u/a as identification.

My Commission Expires:



Lucy Manley
Notary Public

LUCY MANLEY

CONSENT OF REGISTERED AGENT

I, Thomas C. Walser, Esq., having been designated to act as Registered Agent, hereby agrees to act in this capacity.

Thomas C. Walser

Thomas C. Walser, Esq.,
Registered Agent

FILED
95 JAN 17 PM 3:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(2611artinc.gov)