P95000035630

ATTORNEY A# LAW

20 NORTH EOLA DRIVE

ORLANDO, FLORIDA 32801-1695

(407) 422-3223

WILLIAM R. BARKER

April 26, 1995

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

RE: F.T. MIAMI INCORPORATED

Dear Sir/Madam:

GODOO1470256 -05/02/95--01002--016 ****122.50 *****122.50

95 MAY -1 11 2 21

Enclosed are the original and one copy of the Articles of Incorporation for the above-named proposed Florida corporation. Also enclosed is my check in the amount of \$122.50, representing payment of the following:

Filing fee	\$35.00
Certified copy fee	\$52.50
Registered agent fee	\$35.00

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Thank you for your courtesies in this matter.

Very truly yours,

WILLIAM R. BARKER

WRB/wmf

Enclosures

cc: Mark Koz

(w/erclosure of Articles)

NANCY HENDRICKS MAY - 8 1995

ARTICLES OF INCORPORATION

OF

95 MAY -1 11 9 21

F.T. MIAMI INCORPORATED

ARTICLE I. CORPORATE NAME

The name of this corporation is F.T. Miami Incorporated, and has its principal place of business at 2752 Glorietta Circle, Santa Clara, California 94051.

ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida and this Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 1,000,000 shares of common stock having a par value of \$0.01 per share.

ARTICLE IV. TERM OF EXISTENCE

This Corporation shall have perpetual existence commencing upon the filing of these Articles.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

William R. Barker, Esq. 20 N. Eola Drive Orlando, FL 32801

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI. PREEMPTIVE RIGHTS

Each Shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

- A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or
- B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

ARTICLE VII. BOARD OF DIRECTORS

The names and addresses of the initial directors are:

Mark Koz 1092 E. Arquez Avenue Sunnyvale, CA 94086 William Strickler 1701 Colleen Drive Orlando, FL 32809

The persons named as the initial directors shall hold this office for the first year or until otherwise replaced by a successor.

ARTICLE VIII. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

Mark Koz 1092 E. Arquez Avenue Sunnyvale, CA 94086

ARTICLE IX. AMENDMENT OF ARTICLES

The Articles of Incorporation may be amended in the manner provided by law.

ARTICLE X. INDEMNIFICATION

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

ARTICLE XI. BYLAWS

The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors and the Shareholders as provided by law; however, the Shareholders shall not have the power to adopt or amend the Bylaws that fixes a greater quorum or voting requirement for Shareholders than is required by law.

IN WITNEDS WHEREOF, the undersigned, as Incorporator has executed the foregoing Articles of Incorporation on the 1941 of 1995.

I/ \

MARK KOZ

STATE OF CALIFORNIA COUNTY OF SANTA CLARCA

BEFORE ME, a Notary Public, personally appeared MARK KOZ to me known to be the person described as Incorporator and who executed the foregoing A.cicles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation. He produced MARK KOZ to me known to be the person described as Incorporator and a produced MARK KOZ to me known to be the person described as Incorporator and before me that he subscribed to these Articles of Incorporation. He produced MARK KOZ to me known to be the person described as Incorporator and who executed the foregoing A.cicles of Incorporator and acknowledged before me that he subscribed to these Articles of Incorporation and an oath was not taken.

WITNESS my hand and official seal in the County and State last aforesaid this 197H day of APRIL , 1995.

Notary Public, signature

Notary Public printed name

Commission No.

Date commission expires

State of Valif	Claim)
on april 19,1995	before me, Clifficia H. Ster Notes
personally appeared Ma	TK KOZ
PATRICIA A. C COMM. # 99 NOTARY PUBLIC — C COUNTY OF SAMPLE COMM. Exp. April	- OR - A proved : me on the basis of satisfactory evidence to the the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(les), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument. YESTER TOTALLY WILLESS my hand and official seal. ALTUCAL LANGE TOTALLY ACTUALITY.
	by law, it may prove valuable to persons relying on the document and could prove
	by law, it may prove valuable to persons relying on the document and could prevent
Though the data below is not required fraudulent realtachment of this form. CAPACITY CLAIMED BY S INDIVIDUAL CORPORATE OFFICER TITLE(S) PARTNER(S) LIMITE	IGNER DESCRIPTION OF ATTACHED DOCUMENT TITLE OR TYPE OF DOCUMENT
Though the data below is not required fraudulent realischment of this form. CAPACITY CLAIMED BY S INDIVIDUAL CORPORATE OFFICER PARTNER(S) ATTORNEY-IN-FAC I TRUSTEE(S) GUARDIAN/CCNSERVATOR	IGNER DESCRIPTION OF ATTACHED DOCUMENT TITLE OR TYPE OF DOCUMENT
Though the data below is not required fraudulent realischment of this form. CAPACITY CLAIMED BY S INDIVIDUAL CORPORATE OFFICER PARTNER(S) ATTORNEY-IN-FAC I TRUSTEE(S) GUARDIAN/CCNSERVATOR	DESCRIPTION OF ATTACHED DOCUMENT TITLE OR TYPE OF DOCUMENT NUMBER OF PAGES

HE CA 91309 HAS

DESIGNATION AND ACCEPTANCE BY REGISTERED AGENT

MEGATALAN AND S

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That F.T. Miami Incorporated, desiring to organize under the laws of the State of Floria, with its principal office at 2752 Glorietta Circle, Santa Clara, California 94051 ,

County of Santa Clara , State of Florida, has named William R. Barker, 20 N. Eola Drive, Orlando, FL 32801, County of Orange, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named Corporation, at the place designated in Article V of these Articles of Incorporation, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

WILLIAM R. BARKER Registered Agent

STATE OF FLORIDA COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this The day of APRIL , 1995, by WILLIAM R. BARKER who produced an oath as identification and who did not take

Manda M. Fuliker Notary Public