

P950000 3446

f j r business services, inc.

1533 Sunset Drive  
Suite 150  
Coral Gables, FL 33143  
Tel: (305) 667-2289  
Fax: (305) 665-2495

May 3, 1995

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

500001477025  
-05/05/95-01103--018  
\*\*\*122.50 \*\*\*122.50

Re: Intell, Inc.

On behalf of our client, Intell, Inc., we are forwarding the following:

Articles of Incorporation  
A check in the amount of \$122.50

Please return the filing acknowledgement to:

F.J.R. Business Services, Inc.  
Attention: James Riegler  
1533 Sunset Drive  
Suite 150  
Coral Gables, Florida 33143

Thank your for your kind assistance.

FILED  
TALLAHASSEE, FLORIDA  
MAY 16 1995  
7:37

95-9770  
00628  
00562  
00671



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

May 9, 1995

FJR BUSINESS SERVICES INC.  
1533 SUNSET DRIVE STE 150  
CORAL GABLES, FL 33143

SUBJECT: INTELL, INC.  
Ref. Number: W9500009770

We have received your document for INTELL, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(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. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return 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 (904) 487-6878.

Terri Buckley  
Corporate Specialist

Letter Number: 895A00023184

**ARTICLES OF INCORPORATION**  
**OF**  
**Intellinc Corporation**

We, the undersigned, being of legal age and natural person,  
do hereby subscribe to, acknowledge and file the Articles of  
Incorporation for the purpose of creating a Corporation under  
the laws of the State of Florida.

**ARTICLE I**

The name of the Corporation shall be:

**Intellinc Corporation**

**ARTICLE II**

This Corporation may engage in any activity or business  
permitted under the laws of the State of Florida.

**ARTICLE III**

The capital stock authorized, the par value thereof, and the  
characteristics of such stock shall be as follows:

100 Shares Common Stock - \$1.00 par value

-2-

All of said stock shall be payable in cash, property, real or personal, labor services in lieu of cash, at just valuation to be fixed by the Board of Directors of this Corporation. The payment thereof does not have to be at the time of issuance, provided that said shares are subject to calls thereon until the whole consideration shall have been paid.

#### ARTICLE IV

The amount of capital with which this Corporation shall commence business shall not be less than One Hundred (\$ 100.00 ) Dollars.

#### ARTICLE V

This Corporation shall commence its existance on the date of filing and shall have perpetual existance thereafter unless sooner dissolved according to law.

#### ARTICLE VI

The principal office of the Corporation shall be at:  
1533 Sunset Drive, Suite 150, Coral Gables, Florida 33143.  
Said corporation shall have full power and authority to transact business and to establish offices and agencies in such other places, both within and outside of the State of Florida, and in any foreign countries.

The name and address of the registered agent of this Corporation is:

James Riegler

1533 Sunset Drive, Suite 150  
Coral Gables, Florida 33143

#### ARTICLE VII

The business of the Corporation shall be conducted by a Board of Directors of not less than two (2), to be increased at the discretion of the Board of Directors.

#### ARTICLE VIII

The name and post office address of the first Board of Directors of this Corporation, all subject to the Corporation Law of the State of Florida, who shall hold office for the first year, or until its successors are duly elected and qualified are:

Heinrich F. Buettner

3110 Auramar Street  
Fort Lauderdale, Florida 33304

Todd Olen Knight

3535 Hiawatha Avenue B317  
Miami, Florida 33133

#### ARTICLE IX

The name and post office address of the officers of the Corporation are as follows:

Heinrich F. Buettner  
President

3110 Auramar Street  
Fort lauderdale, Florida 33304

Todd Olen Knight  
Secretary

3535 Hiawatha Avenue, B317  
Miami, Florida 33133

**ARTICLE X**

The name and post office address of the subscriber to the Certificate of Incorporation is as follows:

Heinrich F. Buettner	3110 Auramar Street
	Fort Lauderdale, Florida 33304

**ARTICLE XI**

This Corporation shall indemnify any officer or director of any former officer or director, to the fullest extent permitted by law, either now existing or hereinafter enacted.

**ARTICLE XII**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

**ARTICLE XII**

This Corporation reserves the right, if it so wishes, to elect to be an 1120 Subchapter S Corporation, and the right to elect to approve and adopt a plan to offer shares of common stock for sale under said section of the Internal Revenue Code and all other rights contained therein, and may elect to receive all rights of Section 1244 of the Internal Revenue Code of 1954, as amended.

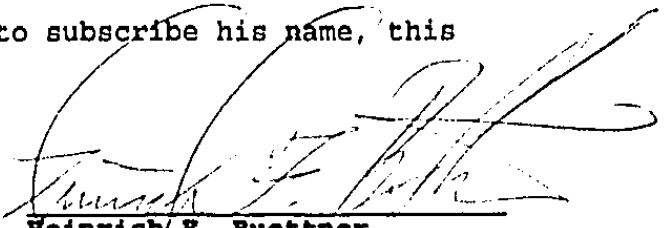
**ARTICLE XIV**

No contract or other transaction between this Corporation and any other Corporation, and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors or officers of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of any such Corporation.

**ARTICLE XV**

The private property of the stockholders shall not be subject to the payment of the Corporate debts, to any extent whatsoever. The Corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders to the Corporation.

**IN WITNESS WHEREOF**, the undersigned incorporator, being the same person in Article X above, and in evidence of her wish to form this Corporation, does hereunto subscribe his name, this 12th day of May, 1995.

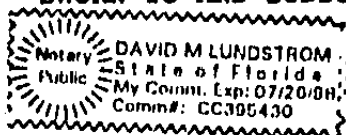
  
**Heinrich F. Buettner,**  
**President**

STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared Heinrich F. Buettner, who is personally known to me and who did not take an oath and whose name is signed on the foregoing Certificate of Intellinc Corporation, and is described in said Certificate as the Incorporator of said Corporation, and acknowledged before me that he executed the same for the purposes herein expressed.

SWORN TO AND SUBSCRIBED this 12 day of May, 1995.



My Commission Expires:

[Signature]  
Notary Public

David M. Lundstrom  
Printed Name of Notary

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

[Signature]  
James Riegler