

P95000038535

1509 Red Pine Trail
West Palm Beach, FL 33414
(407) 791-7694

May 10, 1995

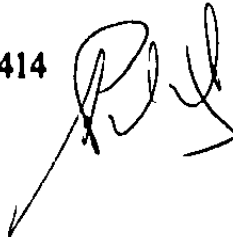
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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***122.50 ***122.50

SUBJECT: PSI Systems Corporation

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$122.50.

FROM: Alberto J. Palombo
1509 Red Pine Trail
West Palm Beach, FL 33414
Phone: (407) 791-7694



FILED
95 MAY 15 AM 10:51
TALLAHASSEE, FL 32314

SAB
5/16/95

**ARTICLES OF INCORPORATION
OF**

PSI Systems Corporation

FILED
95 MAY 15 AM 10:51
CLERK OF CIRCUIT COURT
JUDICIAL CIRCUIT IN AND FOR
THE COUNTY OF PALM BEACH
FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be PSI Systems Corporation.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1509 Red Pine Trail
West Palm Beach, FL 33414

ARTICLE III - PURPOSE

This corporation may engage in any activity or business permitted under the laws of the United States of America and Florida.

ARTICLE IV - AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

**ARTICLE V - INITIAL REGISTERED AGENT
AND STREET ADDRESS**

The name and street address of the initial registered agent of the corporation are:

<u>Name</u>	<u>Address</u>
Alberto J. Palombo	1509 Red Pine Trail West Palm Beach, FL 33414

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time as provided in the bylaws, but shall never be less than one. The name and street address of the initial directors are:

<u>Name</u>	<u>Address</u>
Alberto J. Palombo	1509 Red Pine Trail West Palm Beach, FL 33414 USA

ARTICLE VII - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Alberto J. Palombo	1509 Red Pine Trail West Palm Beach, FL 33414

The incorporator of the corporation assigns to this corporation his rights under Section 607.161, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE VIII - BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.


ARTICLE IX - AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

ARTICLE X - COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 10th day of May, 1995.



Alberto J. Palombo


**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: **PSI Systems Corporation**
2. The name and address of the registered agent and office are:

**Alberto J. Palombo
1509 Red Pine Trail
West Palm Beach, FL 33414**

Having being 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.



Alberto J. Palombo

FILED
95 MAY 15 AM 10:51
CLERK OF COURT
JUDICIAL CIRCUIT IN AND FOR
THE NINTH JUDICIAL CIRCUIT
PALM BEACH COUNTY, FLORIDA