

P95000043013
LAVIGNE, WASHBURN & LANE, P.A.
Attorneys at Law
FLORIDA • UNITED KINGDOM • GERMANY

5401 S. Kirkman Road, Suite 500
Orlando, Florida 32819
Tel. (407) 363-4421
Fax (407) 363-5167

Hamilton House
1 Temple Avenue
London, EC4Y 0HA
Tel. 071-353-1101
Fax 071-353-3325

May 22, 1995

Reply To
Orlando

Honorable Jim Smith
Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Pentos, Inc.

200001500272
-05/26/95--01063--015
****122.50 ****122.50

Dear Sir:

Enclosed please find the original and one copy of the Articles of Incorporation and Designation of Resident Agent for Pentos, Inc.

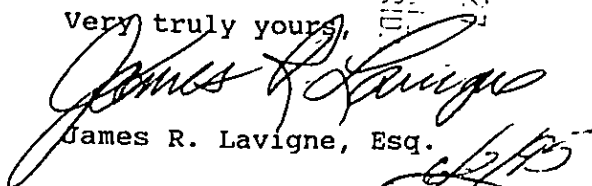
Also enclosed is my check in the amount of \$122.50 to cover the charter tax, filing of the Articles of Incorporation, a certified copy of the Articles of Incorporation, and the filing of approval of the Resident Agent.

Please send the certified copy of the Articles of Incorporation and Resident Agent to:

JAMES R. LAVIGNE, Esquire
5401 S. KIRKMAN ROAD, SUITE 500
ORLANDO, FLORIDA 32819
(407) 363-4821

Your attention to this matter is most appreciated.

Very truly yours,


James R. Lavigne, Esq.

JRL/bd
Enclosure

ARTICLES OF INCORPORATION

OF
PENTOS, INC.

The undersigned, acting as an incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I. NAME

The name of the corporation is PENTOS, INC.

ARTICLE II. TERM OF EXISTENCE

The period of duration of the corporation is perpetual.

ARTICLE III. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be as follows:

(a) sales, service and maintenance of all types of computers, office equipment and electronic equipment including import and export sales.

(b) To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description.

(c) To conduct business in, have one or more offices in, and buy, hold mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses in the State of Florida, and

in all other states, districts, territories, countries or colonies.

(d) To sue and be sued, complain, and defend in its corporate name;

(e) To have a corporate seal, which may be altered at will and to use it or a facsimile of it, by impressing or affixing it or in any other manner reproducing it;

(f) To purchase, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal with real or personal property or any legal or equitable interest in property wherever located;

(g) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, and otherwise dispose of all or any part of its property;

(h) To lend money to, and use its credit to assist, its officers and employees in accordance with law;

(i) To purchase, receive, subscribe for, or otherwise acquire, own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of, and deal in and with shares or other interests in, or obligations of, any other entity;

(j) To make contract and guarantees, incur liabilities, borrow money, issue its notes, bonds, and other obligations (which may be convertible into or include the option to purchase other securities of the corporation), and secure any of its obligations by mortgage or pledge of any of its property, franchises, and income and make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of a corporation the majority of the outstanding stock

of which is owned, directly or indirectly, by the contracting corporation; a corporation which owns, directly or indirectly, a majority of the outstanding stock of the contracting corporation; or a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by a corporation which owns, directly or indirectly, the majority of the outstanding stock of the contracting corporation, which contracts or guaranty and suretyship shall be deemed to be necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation, and make other contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation;

(k) To lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment;

(l) To conduct its business, locate offices, and exercise the powers granted by this act within or without this state;

(m) To elect directors and appoint officers, employees, and agents of the corporation and define their duties, fix their compensation, and lend them money and credit;

(n) To make and amend bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for managing the business and regulating the affairs of the corporation;

(o) To make donations for the public welfare or for charitable, scientific, or educational purposes;

(p) To transact any lawful business that will aid

governmental policy;

(q) To make payments or donations or do any other act not inconsistent with law that furthers the business and affairs of the corporation;

(r) To pay pensions and establish pension plans, pension trusts, profit-sharing plans, share bonus plans, share option plans, and benefit or incentive plans for any or all of its current or former directors, officers, employees, and agents and for any or all of the current or former directors, officers, employees, and agents or its subsidiaries;

(s) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder; and

(t) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other entity.

(u) In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of Florida upon corporations formed under its law, and to do any or all things hereinbefore set forth to the same extent as natural person might or could do.

ARTICLE IV. CAPITAL STOCK

Number. The aggregate number of shares that the corporation shall have the authority to issue is One Hundred Thousand (100,000) shares of capital stock with a par value of one

Dollars (\$1.00) per share.

Initial Issue: Four Thousand Five Hundred (4,500) shares of the capital stock of the corporation shall be issued for cash at \$1.00 per share.

Stated Capital. The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

Dividends. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

No classes of Stock. The shares of the corporation are not to be divided into classes.

No Share In Series. The corporation is not authorized to issue shares in series.

ARTICLE V. ADDRESS

The initial street address in Florida of the initial principal office of the corporation is c/o James R. LaVigne, 5401 South Kirkman Rd. Suite 500, Orlando, FL 32819, and the name and address of the initial registered agent is James R. LaVigne located at 5401 S. Kirkman Rd. Suite 500, Orlando, FL 32819.

ARTICLE VI. DIRECTORS

The initial Board of Directors shall consist of Three (3) members, who need not be residents of Florida, or shareholders of the corporation.

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation, as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter being a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with such claim or liability, provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

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 of the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any director may be a member, may be a party to, or

may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with the like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE VII. INITIAL DIRECTORS

The names and addresses of the persons who shall serve as directors until the first annual meeting of shareholders or until their successors shall have been elected and qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Steven G. Johnson	2 Victoria Road Fleet Hants United Kingdom
D.J. Helyer	2 Victoria Road Fleet Hants United Kingdom
P.P.G. Hunt	2 Victoria Road Fleet Hants United Kingdom

ARTICLE VIII. INCORPORATOR

The names and addresses of the initial incorporators are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Stevevn G. Johnson	2 Victoria Road Fleet Hants United Kingdom

ARTICLE IX. AMENDMENT

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a stockholders' meeting, with not less than a two-thirds/simple majority vote of the common stock.

ARTICLE X. PREEMPTIVE RIGHTS

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such as the shares of the stock of this corporation as may be issued for money or any property or services from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder of all shares of common stock currently authorized and issued.

ARTICLE XI. VOTING STOCK

The shareholders of this corporation shall be allowed to vote their share cumulatively so as to give one candidate as many votes as the number of his shares, to distribute them among as many

candidates as he may wish. Notice must be give by any shareholder to the President or a Vice President of said corporation not less than 24 hours prior to the time set for the holding of a shareholders' meeting for the election of directors that said shareholder intends to cumulate his vote at said election.

IN WITNESS WHEREOF, the undersigned has made and subscribed of these Articles of Incorporation on this 28th day of April, 1995.


STEVEN G. JOHNSON

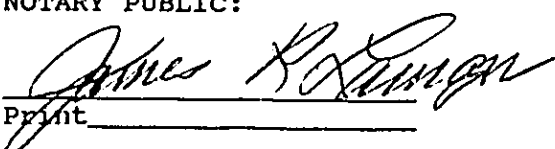
STATE OF FLORIDA)

COUNTY OF ORANGE)

BEFORE ME, the undersigned authority, personally appeared Steven G. Johnson, who is to me well known to be the person described in and who subscribed the above Articles of Incorporation, and who did produce a passport as identification, and who freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, at Orlando, in said County and State, this 28th day of April, 1995.

NOTARY PUBLIC:


Print _____

My Commission Expires:



OFFICIAL SEAL
JAMES R. LAVIGNE
My Commission Expires
Sept. 24, 1996
Comm. No. CC 231109

CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT
FOR

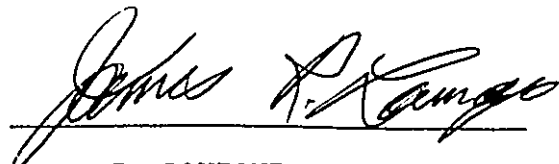
55 MAR 25 PM 1:23
SECRET
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.901, Florida Statutes, the following is submitted, in compliance with said Act:

First that, PENTOS, INC., qualified to do business under the laws of the State of Florida, with its principal office at Orange County, State of Florida has appointed James R. LaVigne at 5401 S. Kirkman Rd. Suite 500, City of Orlando, County of Orange, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT: (Must be signed by Designated Agent)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


JAMES R. LAVIGNE

#P95000843013

①

Pentos Systems plc

Request For:

- 1) Address Change
- 2) Reinstatement Fee to be Waived. / Notice Not Received In Time to File.

Monday, September 16, 1996

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

Pentos House, 2 Victoria Road
Fleet, Hampshire GU13 8DN
Telephone: 01252 811444
Facsimile: 01252 811443
E-mail: info@pentos.co.uk

SCC
10-17-96

Dear Sirs

Re: Pentos, Inc.

I am writing in connection with Pentos, Inc. and the 1996 Profit Corporation Annual Return.

Pentos, Inc. is a corporation formed as a wholly owned subsidiary of Pentos Systems plc, a UK company. The paperwork and formalities for Pentos, Inc. were set-up in April 1995 through LaVigne & Lane, P.A. in Orlando.

Since that date we have continued to explore the marketing opportunities for Pentos, Inc. during several business trips to the USA (both East and West coasts). However, the successful development of our core UK based business has demanded 100% of our attention and therefore we have not had the time to really start the ball rolling for Pentos, Inc. All we have done, in terms of the "next step" is to open a Bank account in Orlando and deposit \$50 !

The annual return will therefore be based on a "zero" trading performance.

You will note that our US address is still that of LaVigne & Lane i.e. 5401 South Kirkman Road STE 500, Orlando, FL 32819. Any mail for Pentos, Inc. has, to date, been sent to LaVigne & Lane as agents for onward forwarding to us in the UK. *Unfortunately this mail forwarding requirement has been effected some months after receipt by Lavigne & Lane. (see copy of their letter dated 26 August which enclosed your "2nd Notice paperwork" which was date stamped as being received by Lavigne & Lane on 5 June 1996). Hence we have lost 3 months time as a result.

I would be very grateful therefore if you could kindly provide us with an extension to the filing date. The paperwork is in the process of being completed now and should be with you soon. Under the circumstances I would be very grateful if you could consider waiving any fees related to late filing, please.

I am sending this letter by FedEx because I note that the default situation will result in our corporation being administratively dissolved. We do not wish this to happen particularly as we could soon be in a position to commence trading for Pentos, Inc.



I do apologise for our apparent lack of action in this matter due to no fault of our own. This is our first venture into extending our business into the USA and therefore we are a little unsure of the statutory reporting requirements.

*Finally, would it be possible for the mailing [address to be changed to our UK address] as above? At least this would alleviate any problems with regard to the late onward forwarding of important mail to us.

Yours sincerely

A handwritten signature in black ink, appearing to be 'Steven Johnson', written over a horizontal line.

Steven Johnson
Managing Director

3

LA VIGNE & LANE, P.A.

Attorneys at Law

FLORIDA • UNITED KINGDOM • GERMANY

5401 S. Kirkman Road, Suite 500
Orlando, Florida 32819
Tel: (407) 363-4821
Fax: (407) 363-5167

E-Mail: laviglan@gate.net
Internet: <http://www.gate.net/~laviglan>

150 Minories
London, EC3N 1LS
Tel: 0171-264-2110
Fax: 0171-264-2107

August 26, 1996

Pentos Systems, Inc.
Pentos House
2 Victoria Road
Fleet
Hampshire. GU13 8DN
UNITED KINGDOM
Attn: Steven G. Johnson
Managing Director

Reply to:
Orlando


RE: FORWARDING OF MAIL

Dear Mr. Johnson:

Please find enclosed six letter which have recently been received from AMSouth Bank, together with 1996 Profit Corporation Annual Report packet (second notice) from the Florida Department of State.

Please be so kind as to have our name removed as agents for your mail, so that any further correspondence can be forwarded directly to you.

Very truly yours,



James R. LaVigne

JRL/tgh
Enclosures