

P45000055491

COLODNY, FASS & TALENFELD, P.A.

2000 West Commercial Boulevard

Suite 232

Fort Lauderdale, Florida 33309

Michael Colodny
Joel S. Fass
Howard M. Talenfeld

Maria Elena Abate
A. Margaret Hesford
Jeffrey S. Marks
Joseph C. Murphy
Stuart B. Yanofsky

Broward: (305) 492-4010

Dade: (305) 893-2224

Facsimile: (305) 492-1144

FILED
95 JUL 17 PM 4:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

July 12, 1995

300001508708
-07/17/95--01025--005
***122.50 ***122.50

SECRETARY OF STATE
STATE OF FLORIDA
DIVISION OF CORPORATIONS
PO BOX 6327
TALLAHASSEE FL 32314

RE: Sartech Systems, Inc.

Dear Sir:

Enclosed please find an original and one copy of the Articles of Incorporation of Sartech Systems, Inc. We also enclose our firm check in the amount of \$122.50 representing:

Filing fee\$35.00
Certificate designating registered agent\$35.00
Certified copy of Articles of Incorporation\$52.50

TOTAL FEE:\$ 122.50
=====

as well as a self-addressed stamped envelope for your convenience in providing the undersigned with the Certificate designating registered agent, certified copy of Articles of Incorporation, and the charter number for this corporation.

Thanking you in advance for your prompt attention to this matter.

Very truly yours,

COLODNY, FASS & TALENFELD, P.A.

Michael Colodny

MC/lec

Enclosures:

Original and 1 of Articles
Check for \$122.50
Return envelope

FILED

95 JUL 17 PM 4:33

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

SARTECH SYSTEMS, INC.

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be: SARTECH SYSTEMS, INC. Its business shall be carried on in the State of Florida, in the United States of America, and elsewhere, as may be authorized by its Board of Directors.

ARTICLE II

The general nature of the business to be transacted by the corporation shall be that provided below:

- (a) To sue and be sued, complain, and defend in its corporate name;
- (b) 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;
- (c) 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;
- (d) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, and otherwise dispose of all or any part of its property;
- (e) To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute 607.0833;
- (f) 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 obligation of, any other entity;

- (g) To make contracts 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 of 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;
- (h) To lend money, invest and reinvest in funds, and receive and hold real and personal property as security for repayment;
- (i) To conduct its business, locate offices, and exercise the powers granted by this act within or without this state;
- (j) 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;
- (k) 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;
- (l) To make donations for the public welfare or for charitable,, scientific, or educational purposes;
- (m) To transact any lawful business that will aid governmental policy;

- (n) To make payments or donations or do any other act not inconsistent with law that furthers the business and affairs of the corporation;
- (o) 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 of its subsidiaries.
- (p) 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;
- (q) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other entity; and
- (r) To engage in the development, testing, evaluating, licensing, marketing and manufacturing of inventions, formulae, machines, instruments or other products of any kind and character and to seek to protect the interests therein by applying for, and obtaining patents and patent pending status; and
- (s) To do all and everything necessary, suitable, or proper for the accomplishment of any of the purposes, the attainment of any of the objects, or the exercise of any of the powers herein set forth, either alone or in conjunction with other corporations, firms, or individuals, and either as principals or agents, and to do every other act or acts, thing or things, incidental or appurtenant to, or growing out of, or connected with the above-mentioned objects, purposes or powers.

ARTICLE III

The maximum number of shares that the corporation is authorized to have outstanding at any time shall be one hundred thousand (100,000) shares of common stock at a par value of \$.10 per share.

ARTICLE IV

The amount of capital with which the corporation will begin business shall be \$1,000.00.

ARTICLE V

The registered principal office of this corporation will be 2101 West Commercial Blvd., Suite 4800, Ft. Lauderdale, FL 33309.

ARTICLE VI

The names and post office addresses of the first Board of Directors, who shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Philip J. Procacci	401 West Linton Blvd. Delray Beach, FL 33444
Mark L. Cohen	2101 West Commercial Blvd. #4800 Ft. Lauderdale, FL 33309
Shiraz A. Dhanji	2101 West Commercial Blvd. #4800 Ft. Lauderdale, FL 33309

CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR DOMICILE FOR THE SERVICES OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

ARTICLE VII

In pursuance of Chapter 48.091, Florida Statutes the following is submitted, in compliance with said Act:

First. That SARTECH SYSTEMS, INC., desiring to organize under the laws of the State of Florida with its registered office indicated in the Articles of Incorporation at 2101 West Commercial Blvd. #4800, City of Ft. Lauderdale, County of Broward, State of Florida, has named Mark L. Cohen, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I

hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


Mark L. Cohen, Resident Agent

ARTICLE VIII


The name and address of the subscribers to the Articles of Incorporation and the amount of stock they agree to take are as follows:


<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
Philip Procacci	401 West Linton Blvd. Delray Beach, FL 33444	2,500
Mark L. Cohen	2101 W. Commercial Blvd. #4800 Ft. Lauderdale, FL 33309	2,500
Shiraz A. Dhanji	2101 W. Commercial Blvd. #4800 Ft. Lauderdale, FL 33309	5,000


ARTICLE IX

The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders' Meeting by a majority of the stockholders entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, We have hereunto set our hands and seals this 3RD day of JULY, 1995.


Philip J. Procacci


Mark L. Cohen


Shiraz A. Dhanji

STATE OF FLORIDA :
: SS.
COUNTY OF Palm Beach :

The foregoing instrument was acknowledged before me this 3rd
day of July, 1995, by Philip J. Procacci, who is
personally known to me or who has produced _____
as identification.

My commission expires:



PATRICIA A. MAIDA
COMMISSION # CC 303353
EXPIRES JUL 28, 1997
Atlantic Bonding Co., Inc.
800-732-2246

Patricia A. Maida
Signature of Acknowledger

Patricia A. Maida
Typed/Printed Name of Acknowledger

Notary Public
Title or Rank

CC#303353
Serial Number, if any

STATE OF FLORIDA :
: SS.
COUNTY OF Palm Beach :

The foregoing instrument was acknowledged before me this 3rd
day of July, 1995, by Mark L. Cohen, who is
personally known to me or who has produced _____
as identification.

My commission expires:



PATRICIA A. MAIDA
COMMISSION # CC 303353
EXPIRES JUL 28, 1997
Atlantic Bonding Co., Inc.
800-732-2246

Patricia A. Maida
Signature of Acknowledger

Patricia A. Maida
Typed/Printed Name of Acknowledger

Notary Public
Title or Rank

CC#303353
Serial Number, if any

FILED

95 JUL 17 PM 4:33

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA :
: SS.
COUNTY OF Palm Beach :

The foregoing instrument was acknowledged before me this 3rd
day of July, 19 95, by Shiraz A. Dhanji, who is
personally known to me or who has produced FL D.L. #D520-781-41-444-0
12/4/98 as identification.

My commission expires:

Patricia A. Maida
Signature of Acknowledger

Patricia A. Maida
Typed/Printed Name of Acknowledger

Notary Public
Title or Rank

CC#303353
Serial Number, if any



PATRICIA A. MAIDA
COMMISSION # CC 303353
EXPIRES JUL 28, 1997
Atlantic Bonding Co., Inc.
800-732-2070