

P96000003597

Charter Number Only

1-9-96 22th Ave

Se Luis Arico
Requestor's Name
6401 S.W. 87 Ave #114
Address
Miami, FL 33175
City State ZIP Phone

596-4774

VALIDATION ONLY

FILED
96 JAN 11 AM 8:55
TALLAHASSEE, FLORIDA
000000
01/11/96 11:01
***122.50 ***122.50

CORPORATION(S) NAME

SYNAX ONE CORP.

- ☒ Profit
☒ NonProfit
☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☒ Certified Copy
☐ Call When Ready
☒ Walk In
- ☐ Amendment
☐ Dissolution
☐ Annual Report
☐ Reservation
☐ Photo Copies
☐ Call If Problem
☐ Will Wait
- ☐ Merger
☐ Mark
☐ Other
☐ Change of Registered Agent
☐ Certificate Under Seal
☐ After 4:30
☒ Pick Up
☐ Mail

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

CERTIFIED
COPY

ARTICLES OF INCORPORATION
OF
SYNTAX ONE CORP.

FILED
95 JUN 11 AM 8:59
STATE
TALLAHASSEE, FLORIDA

WE, the undersigned, hereby associate ourselves together for the purpose of becoming a Corporation under and pursuant to the Laws of the State of Florida, of a Corporation for profit, and do hereby certify as follows:

ARTICLE I - NAME

The name of the Corporation shall be:

SYNTAX ONE CORP.

ARTICLE II - DURATION

This Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

Section 3.01, Purposes:

The purposes for which this Corporation is organized are as follows:

- a. To engage in any activity or business permitted under the laws of the United States and of the State of Florida.
- b. To engage in the practice of research and development in the area of industrial engineering and to provide services incident thereto.
- c. To do everything necessary, proper, advisable or convenient for the accomplishment of the foregoing purpose, and to do all things incidental to them or connected with them that are not forbidden by law or by these Articles of Incorporation.
- d. To own property, enter into contracts and carry on any activity necessary or incidental to the accomplishment or furtherance of the purposes of this Corporation.

Section 3.02, Powers:

The Corporation, subject to any specific written limitations or restrictions imposed by the Corporation laws of the State of Florida or by these Articles of Incorporation, shall have and exercise the following powers:

a. To have and to exercise all the powers specified under the Florida General Corporation Act.

b. To purchase, transfer, sell, convey, acquire, own, operate, exchange, lease, improve, develop, mortgage, manage, and otherwise deal in interests in real and personal property of any nature or kind.

c. To carry out all or part of the purposes stated herein as principal, agent or otherwise, either alone or in association with any other persons, firms, associations, Corporations or to such extent as a Corporation organized under the laws of the State of Florida may or hereafter lawfully do, as a member of, or as the owner or holder of any stock, shares, securities or interests in any general or limited partnership, association, Corporation, trust, syndicate, or other firm or entity; and to a like extent in connection therewith, to make, enter into, and perform contracts or deeds with any person, firm, association or Corporation or any government or subdivisions, agency or instrumentality thereof.

d. To make any guaranty respecting stocks, dividends, securities, indebtedness, interest, contracts or other obligations created by any domestic or foreign Corporation, association, partnership, individual or other entity.

e. Each of the foregoing clauses of this section shall be construed as independent powers and the matters expressed in each clause shall not, unless otherwise expressly provided, be limited by reference to, or interference from, the terms of any other clause. The enumeration of specific powers shall not be construed as limiting or restricting in any manner either the meaning of general terms used in any of these clauses, or the scope of the general powers of the Corporation created by them; nor shall the expression of one thing in any of these clauses be deemed to exclude another not expressed, although it be of a like nature.

Section 3.03, Conducting Business in Other Jurisdictions:

The Corporation may conduct business and otherwise carry on its purposes and exercise its powers in any state, territory, district or possession of the United States, or in any foreign country, to the extent that these purposes and powers are not forbidden by law of the state, territory, district or possession of the United States, or by the foreign country; and it may limit the purpose or purposes it proposes to carry out or the powers it proposes to exercise in any application to do business in any state, territory, district or possession of the United States or foreign country.

Section 3.04, Carrying Out Purposes and Powers:

The Board of Directors, subject to any specific limitation or restriction imposed by the Corporate Laws of the State of Florida or by these Articles of Incorporation, shall direct the carrying out of the purposes and exercise the powers of the Corporation without previous authorization or subsequent approval of the shareholders of the Corporation.

ARTICLE IV - CAPITAL STOCK

Section 4.01, Number of Authorized Shares:

The maximum number of shares of capital stock that this Corporation is authorized to have outstanding at any time is five thousand (5,000) shares of common stock at no par value.

Section 4.02, Voting Rights:

Such shares of stock may be designated either voting or non-voting shares before issuance by action of the Board of Directors; provided, however, that unless such designation is specifically made by the Board of Directors, said stock shall be deemed voting.

Section 4.03, Consideration for Stock:

Authorized capital stock may be paid for in cash, property, labor, or services at a just value to be fixed by the Board of Directors at any regular or special meeting.

Section 4.04, Dividends:

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

ARTICLE V - REGULATION OF INTERNAL AFFAIRS

Section 5.01, Bylaws:

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or to adopt new Bylaws shall be vested in the Board of Directors. The Bylaws may contain any provisions for the regulation and management of the Corporation not inconsistent with the Corporation Laws of the state of Florida or of these Articles of Incorporation.

Section 5.02, Transactions with Directors:

Any contract or other transaction between the Corporation and any firm, organization or Corporation of which one or more of the Directors are members, employees, shareholders, directors or officers, or in which they have an interest, shall be valid for all purposes, notwithstanding the presence of the interested Director or Directors at the Board of Directors meeting in which the contract or transaction is acted upon or considered, and notwithstanding his or their participation in the action, of the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize or ratify the contract or transaction and permit the interested Directors to counted in determining whether a

quorum is present and to vote on such authorization or ratification. This section shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common or statutory law applicable to it.

ARTICLE VI - PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be at 261 N.W. 59th Ave., Miami, FL 33126.

ARTICLE VII - REGISTERED OFFICE AND AGENT

Section 7.01, Registered Office:

The street address of the original registered office of this Corporation is 261 N.W. 59th Ave., Miami, FL 33126.

Section 7.02, Registered Agent:

Pursuant to Section 48.091 of the Florida Statutes, SYNTAX ONE CORP., has named ROBERT M. GONZALEZ as its registered agent, to be at the address of the registered office of this Corporation, to accept service of process for this Corporation and to otherwise comply with all provisions of said Act and all laws pertaining thereto.

ARTICLE VIII - FUNDAMENTAL CHANGES

The affirmative vote or written consent of the holders of sixty percent (60%) of the issued and outstanding shares of capital stock shall be necessary for the following corporate action:

- (a) Merger or consolidation of the Corporation.
- (b) Reduction or increase of the stated capital of the Corporation.
- (c) Sale of a major portion of the property or assets of the Corporation.
- (d) Dissolution or liquidation of the Corporation.

ARTICLE IX - DIRECTORS

This Corporation shall have one (1) director initially:

Robert M. Gonzalez
261 N.W. 59th Ave.
Miami, FL 33126

The persons named as initial directors shall hold office for the first year of existence of

this Corporation or until such persons' successors are elected or appointed and have qualified, whichever occurs first. The number of directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one. The Directors need not be residents of the State of Florida or shareholders of the Corporation.

ARTICLE X - OFFICERS

The initial officers of this Corporation shall be as follows:

Robert M. Gonzalez, President, Secretary and Treasurer
261 N.W. 59th Ave.
Miami, FL 33126

The persons named as initial officers shall hold office for the first year of existence of this Corporation or until such persons' successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE XI - INCORPORATORS

The names and street addresses of each person signing these Articles of Incorporation as the Incorporators are:

Robert M. Gonzalez
261 N.W. 59th Ave.
Miami, FL 33126

ARTICLE XII - INDEMNIFICATION

This Corporation shall have the authority, acting through its Board of Directors, to advance expenses to or indemnify any officer, employee, agent or director to the full extent permitted by law when said person has incurred expenses or liabilities, in the sole discretion of the Board of Directors for the benefit or on behalf of the Corporation.

ARTICLE XIII - AMENDMENT

This Corporation reserves the right to amend any provision of these Articles of Incorporation in the manner provided by law. Any rights conferred upon shareholders shall be subject to this reservation.

IN WITNESS WHEREOF, the undersigned have executed, acknowledged and filed the foregoing Articles of Incorporation, under the Laws of the State of Florida this 9th day of January 1996.

Robert M. Gonzalez
Robert M. Gonzalez, Incorporator

STATE OF FLORIDA

COUNTY OF DADE

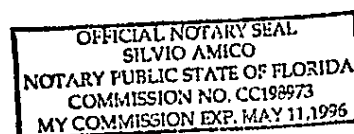
Robert M. Gonzalez, personally appeared before me, the undersigned authority, who states that he is personally known to me to be the person described herein or who has produced FLORIDA DRIVER LICENSE as identification, and who executed the foregoing Certificate of and Articles of Incorporation, and who, after being by me first duly sworn, on oath, deposes and says and does severally acknowledge before me that he is the party who executed and subscribed the foregoing Articles of Incorporation, and did further acknowledge that the said Certificate is the act and deed of the signer and respectfully states that the facts and matters therein set forth are true and correct.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 9th day of January 1996.

Silvio Amico

Notary Public, State of Florida

My commission expires:



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

Pursuant to the provisions of section 607.0501 of the Florida Statutes, SYNTAX ONE CORP., organized under the laws of the State of Florida, submits the following statement designating the registered office and the registered agent of this Corporation in the State of Florida:

1. The name of the Corporation is:

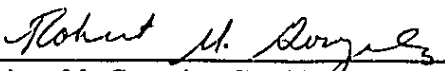
SYNTAX ONE CORP.

2. The name and address of the registered agent and office of the Corporation:

**Robert M. Gonzalez
261 N.W. 59th Ave.
Coral Gables, FL 33134**

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96 JAN 11 AM 8:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

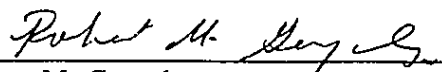
DATED 1-9-96


Robert M. Gonzalez, President

ACKNOWLEDGEMENT:

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

DATED 1-9-96


Robert M. Gonzalez

SILVIO AMICO
ATTORNEY AT LAW

6401 SW 87TH AVENUE
SUITE 114
MIAMI, FLORIDA 33173

PHONE (305) 590-4774
FAX (305) 590-3359

P96000003597

September 18, 1996

Corporate Records Bureau
Division of Corporations
Amendments Department
P.O. Box 6327
Tallahassee, FL 32301

Re: Amendments to Articles of SYNTAX ONE CORP.

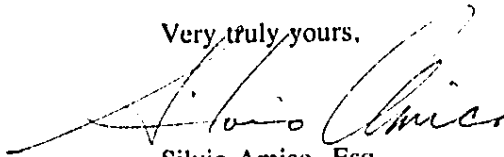
57000001954015
-09/24/96--01013--010
*****35.00 *****35.00

Dear Sir or Madam:

Enclosed please find an original and one copy of the amendments to the Articles of Incorporation for *SYNTAX ONE CORP.* with my check for \$35.00.

Please file accordingly. Thank you for your cooperation in this matter. If you have any questions please contact my office.

Very truly yours,


Silvio Amico, Esq.

encl.

FILED
96 SEP 23 AM 11:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

HFT 9-26-96

AMENDED
ARTICLES OF INCORPORATION

OF

SYNTAX ONE CORP.

FILED
96 SEP 23 AM 11:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following articles of incorporation of SYNTAX ONE CORP. are hereby amended by the board of directors and shareholders of said corporation on this 16th day of September 1996:

ARTICLE III - PURPOSE

Section 3.01, Purposes:

The purposes for which this Corporation is organized are as follows:

a. *To remain the same.*

b. To engage in the business of applied research and development, consulting and related services thereto, with and for architects, engineers, scientists, U.S. and foreign government agencies at the Local, State and Federal level and their agencies, procurement and non-procurement services, and all their industries and sub-sectors, technical and non-technical services, U.S. and abroad. All services shall be provided in accordance with the Florida Engineering Laws and the exemptions for services therein as well as the Florida Laws and Rules certifying corporations approved for practice.

c. *To remain the same.*

d. *To remain the same.*

Sections 3.02 to 3.04 of the Articles of Incorporation shall remain the same.

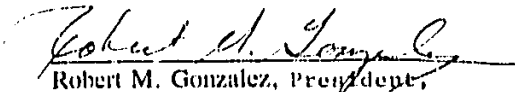
ARTICLE IV - CAPITAL STOCK

Section 4.01, Number of Authorized Shares:

The maximum number of shares of capital stock that this Corporation is authorized to have outstanding at any time is two million (2,000,000) shares of common stock at no par value.

Sections 4.02 to 4.04 of the Articles of Incorporation shall remain the same.

IN WITNESS WHEREOF, the undersigned, sole shareholder and director of SYNTAX ONE CORP., has executed, acknowledged and filed the foregoing amendments to the Articles of Incorporation of SYNTAX ONE CORP., under the Laws of the State of Florida this 16 day of September 1996

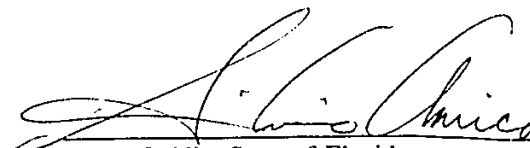

Robert M. Gonzalez, President,
Shareholder and Director

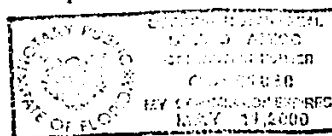
STATE OF FLORIDA

COUNTY OF DADE

Robert M. Gonzalez, personally appeared before me, the undersigned authority, who states that he is personally known to me to be the person described herein or who has produced FLORIDA STATE DE. LIC. as identification, and who executed the foregoing Amendments to the Articles of Incorporation., and who, after being by me first duly sworn, on oath, deposes and says and does severally acknowledge before me that he is the party who executed and subscribed the foregoing Articles of Incorporation, and did further acknowledge that the said Certificate is the act and deed of the signer and respectfully states that the facts and matters therein set forth are true and correct.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 16th day of September 1996.


Notary Public, State of Florida
My commission expires:



P96000003597

Syntax One Corp
261 NW 59 Ave
Miami, FL 33126

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☐ Walk in

☐ Pick up time _____

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input checked="" type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

100002174701--8
-05/12/97--01062--018
*****35.00 *****35.00

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
97 MAY 12 AM 10:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SH 5/6

Examiner's Initials

Florida Department of State, Sandra B. Mortham, Secretary of State
DIVISION of CORPORATIONS, P.O. Box 6327, Tallahassee, FL 32314
**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED
AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of FLORIDA submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: SYNTAX ONE Corp.

2. The mailing address of the corporation is: 261 NW 59 Ave
MIAMI, Florida 33126

3. Date of incorporation/qualification: 11/1/96 Document number: P96000003597

4. The name and address of the current registered agent and office:

ROBERT M. GONZALEZ
261 NW 59 Ave
MIAMI, Florida 33126

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97 MAY 12 AM 10:19
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

5. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

ROBERT M. JAMESON ROBERT MICHAEL JAMESON
261 NW 59 Ave
MIAMI, Florida 33126

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

[Signature] 3-26-97
(Signature of an officer, chairman or vice chairman of the board) (Date)

ROBERT M. GONZALEZ, President & CEO
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

[Signature]
(Signature of Registered Agent)

3-26-97
(Date)

If signing on behalf of an entity:

ROBERT M. JAMESON
(Typed or Printed Name)

PRESIDENT/CEO, CHAIRMAN, OWNER, FOUNDER
(Capacity)