

1201 HAYS STREET  
TALLAHASSEE, FL 32301  
904-222-9171  
904-222-9171 FAX

800-342-0006



ACCOUNT NO. : 072100000032

REFERENCE : 835646 4723084

AUTHORIZATION :

*Patricia Pizito*

COST LIMIT : \$ 122.50

ORDER DATE : February 7, 1996

ORDER TIME : 9:24 AM

600001709066

ORDER NO. : 835646

CUSTOMER NO: 4723084

CUSTOMER: Kevin Carmichael, Esq  
BAILEY & JONES, P.A.

Suite 300  
501 Brickell Key Drive  
Miami, FL 331312623

DOMESTIC FILING

NAME: INTERNATIONAL TURNKEY  
SOLUTIONS, INC.

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: CAROL HENSAL

EXAMINER'S INITIALS:

T. BROWN FEB - 7 1996

FILED  
96 FEB - 7 PM 2:30  
RECEIVED  
96 FEB - 7 AM 10:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
INTERNATIONAL TURNKEY SOLUTIONS, INC.

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FILED  
96 FEB -7 PM 2:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I  
NAME

The name of this corporation shall be:

INTERNATIONAL TURNKEY SOLUTIONS, INC.

ARTICLE II  
DURATION

This corporation shall commence its existence upon the filing of these Articles and shall continue until termination by the act of the directors or otherwise by law.

ARTICLE III  
PURPOSE

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

ARTICLE IV  
CAPITAL STOCK

This corporation is authorized to issue one thousand (1000) shares of one dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

ARTICLE V  
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VI  
PRINCIPAL OFFICE OF BUSINESS

The initial principal office and address of business of this corporation are:

19495 Biscayne Blvd.  
Suite 606  
North Miami Beach, Florida 33180

**ARTICLE VII**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is:

c/o Buchanan Ingersoll  
19495 Biscayne Blvd.  
Suite 606  
North Miami Beach, Florida 33180

The name of the initial agent available for service of process at that address is Kevin Carmichael, Esq.

**ARTICLE VIII**  
**INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) Directors initially. The number of Directors may be increased or decreased from time to time in accordance with the By-Laws but shall never be less than one. The Directors shall be elected in accordance with the By-laws.

The name of the Sole Director is:

Kevin Carmichael, Esq.

The address of the Sole Director is:

c/o Buchanan Ingersoll  
19495 Biscayne Blvd.  
Suite 606  
North Miami Beach, Florida 33180

**ARTICLE IX**  
**INCORPORATOR**

The name and address of the person signing these Articles as Sole Incorporator is:

Kevin Carmichael, Esq.

whose address is:

c/o Buchanan Ingersoll  
19495 Biscayne Blvd.  
Suite 606  
North Miami Beach, Florida 33180

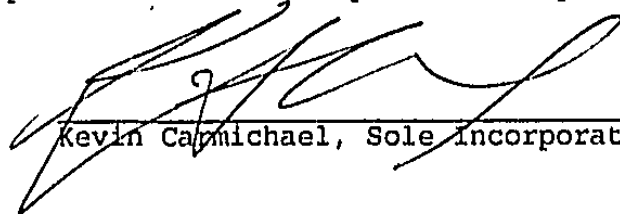
**ARTICLE X**  
**BY-LAWS**

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

**ARTICLE XI**  
**AMENDMENTS**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any Amendment hereto and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 6th day of February, 1996.

  
\_\_\_\_\_  
Kevin Carmichael, Sole Incorporator

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT OF THE CORPORATION NAMED ABOVE, THE UNDERSIGNED DOES HEREBY ACCEPT SUCH APPOINTMENT AND DOES HEREBY AGREE TO DO ALL THINGS NECESSARY IN ORDER TO CARRY OUT ANY AND ALL DUTIES REQUIRED OF SUCH POSITION.

DATED THIS 6<sup>th</sup> DAY OF FEBRUARY, 1996.

  
\_\_\_\_\_  
KEVIN CARMICHAEL, ESQ.

FILED  
96 FEB -7 PM 2:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1201 HAYS STREET  
TALLAHASSEE, FL 32301-2607  
904-222-9171  
TAX

000-342-0086

**CSC networks**

PRESTIGE HALL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. :

96 JUN 17 PM 2:05  
DIVISION 072100000032

REFERENCE :

989912 1217D

AUTHORIZATION :

*Patricia Pappas*

COST LIMIT : \$ 35.00

ORDER DATE : June 17, 1996

ORDER TIME : 1:15 PM

ORDER NO. : 989912

CUSTOMER NO: 1217D

*Resignation  
of officer*

700001864087

CUSTOMER: Kevin Carmichael, Esq  
Buchanan Ingersoll, P.c.  
1 Turnberry Place, Suite 606  
19495 Biscayne Boulevard  
N. Miami Beach, FL 33180

DOMESTIC AMENDMENT FILING

NAME: INTERNATIONAL TURNKEY  
SOLUTIONS, INC.

FILED  
96 JUN 17 AM 11:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

XX ARTICLES OF AMENDMENT/RESIGNATION OF OFFICER AND/OR DER.

RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY

XX PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michelle Bailey

V.P. Ventner

EXAMINER'S INITIALS:

RESIGNATION OF OFFICER AND/OR DIRECTOR

STATE OF FLORIDA

COUNTY OF DADE

FILED  
96 JUN 17 AM 11:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

BEFORE ME, the undersigned authority, personally appeared KEVIN CARMICHAEL, who by me being first duly sworn says to the best of his knowledge, information and belief, and under penalties of perjury:

1. That KEVIN CARMICHAEL resigned as a Director of International Turnkey Solutions, Inc. effective February 7, 1996, a Florida corporation in conjunction with a Written Consent of the Sole Incorporator filed with the Corporate minutes of even date;
2. That the Corporation was notified in writing of the resignation on February 7, 1996 ; and
3. That the actions of the Incorporator, KEVIN CARMICHAEL were ratified by the appointed directors of the Corporation, Christopher Alvarado and Guillermo Vanegas on February 7, 1996 and that the directors indemnified the Incorporator for all actions taken on behalf of the organization.
3. That corporate minutes relating to the resignation are unavailable.

FURTHER AFFIANT SAYETH NOT.

  
Kevin Carmichael, AFFIANT

Sworn to and subscribed before me this 14<sup>th</sup> day of June, 1996.

  
NOTARY PUBLIC

My commission expires:

