

P96000016102

SHARI L. McCARTNEY, P.A.

ATTORNEY AT LAW
600 SOUTH ANDREWS AVENUE
SUITE 803
PORT LAUDERDALE, FLORIDA 33301

SHARI L. McCARTNEY

TELEPHONE (305) 888-8410
FACSIMILE (305) 888-0933

February 13, 1996

4000001718564
-02/20/96--01016--018
****122.50 ****122.50

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

Re: INTELLITEC USA, INC.

Enclosed please find an original and two copies of the Articles of Incorporation for the above referenced entity and a check in the amount of \$122.50 for the filing fee.

Thank you for your attention to this matter.

Very truly yours,

SHARI L. McCARTNEY, P.A.

By:


SHARI L. McCARTNEY

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 FEB 19 PM 1:52

Encls.

Shari McCartney GAVE
AUTHORIZATION BY PHONE TO
CORRECT mailing address
DATE 2-21-96
DOC. EXAM. OK

AL FEB 21 1996

ARTICLES OF INCORPORATION
OF
INTELITEC USA, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 FEB 19 PM 1:52

ARTICLE I - NAME

The name of this Corporation is INTELITEC USA, INC.

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing on the date of execution and acknowledgment of the Articles.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI - 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 or she holds, shall have the right to purchase his or her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 600 South Andrews Avenue, Suite 503, Ft. Lauderdale, FL 33301. The name and address of the Registered Agent is SHARI L. McCARTNEY, Esquire, 600 South Andrews Avenue, Suite 503, Ft. Lauderdale, FL 33301. **THE CORPORATION ADDRESS SHALL BE THE SAME.**

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This Corporation shall have two Directors initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and address of the initial Directors of the Corporation are as follows:

1. Balz J. Knabenhans, P.O. Box 61, Valletta, Malta
2. Alfred R. Zweidler, P.O. Box 61, Valletta, Malta

ARTICLE IX - INCORPORATOR

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

Balz J. Knabenhans,
P.O. Box 61
Valletta, Malta

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments hereto, and any right conferred upon the Shareholder is subject to this reservation.

ARTICLE XI - BY LAWS

The power to adopt, alter, amend or repeal By Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify any Officer or Director or any former Officer or Director, to the full extent permitted by law.

Balz J. Knabenhans
Balz J. Knabenhans, Incorporator

BEFORE ME, the undersigned authority, personally appeared BALZ J. KNABENHANS, who having been duly sworn, has executed the Articles of Incorporation this 13 day of February, 1996, and produced Swiss Passport # 7307670 as identification.

My commission expires:



SHARI McCARTNEY
COMMISSION # CC 524113
EXPIRES JAN 11, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.

Shari McCartney
NOTARY PUBLIC, STATE OF FLORIDA

SHARI McCARTNEY
PRINT NAME

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 FEB 19 PM 1:52

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607., 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: INTELLTEC USA, INC.
2. The name and address of the registered agent and office is:
SHARI L. McCARTNEY
(name)
600 South Andrews Avenue, Suite 503
(address)
Ft. Lauderdale, FL 33301
(city/state/zip)

Having been 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.

Shari McCartney
(signature)

2/13/96
(date)

P96000016102

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCOUNTS SECTION

(((H95000006616)))

PUBLIC ACCESS SYSTEM

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA

ELECTRONIC FILING COVER SHEET

FROM: FILINGS, INC.

3732 NW 16TH ST

409 EAST GAINES STREET
TALLAHASSEE, FL 32399

FT LAUDERDALE FL 33311-

FAX: (904) 922-4000

CONTACT: TERESA ROMAN

PHONE: (904) 385-6732

FAX: (904) 385-6761

((1126000006010)))

DOCUMENT TYPE: BASIC AMENDMENT

NAME: INTLLITEC USA, INC.

FAX AUDIT NUMBER: H96800006610

CURRENT STATUS: REQUESTED

DATE REQUESTED: 03/09/1996

TIME REQUESTED: 12:31:26

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS:

NUMBER OF PAGES: 2

METHOD OF DELIVERY: *Hand*

ESTIMATED CHARGE: \$87.50

ACCOUNT NUMBER: 072720000101

ACCOUNT NUMBER: 072720000101
Note: please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Tax Audit number on the top and bottom of all pages of the document.
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How for pickup

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IN REPLY TO LETTERS TO THE SECRETARY OF DEFENSE

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
INTELLITEC USA, INC.

Pursuant to the provisions of section 607.1005, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment adopted:

Article VIII- Board of Directors

Balz J. Knabenhaus, P.O. Box 61, Valletta, Malta

SECOND: This amendment was adopted on May 6, 1996.

THIRD: The amendment was adopted by the incorporator without shareholder action and shareholder action was not required.

Signed this 07 day of May, 1996.

By: B. J. Knabenhaus
Balz J. Knabenhaus, Incorporator

SHARI L. McCARTNEY, ESQ.
600 South Andrews Ave, Suite 503
Ft. Lauderdale, FL 33301
(954) 525-2410

FL BAR NO: 998737

P96000016102

FILED
MAY 10 1996
CLERK OF COURT
JUDICIAL CIRCUIT IN AND FOR
THE NINTH JUDICIAL CIRCUIT
MIAMI, FLORIDA

419600000 6616

SHARI L. MCCARTNEY, P.A.

ATTORNEY AT LAW
800 SOUTH ANDREWS AVENUE
SUITE 803
FORT LAUDERDALE, FLORIDA 33301

TELEPHONE (305) 528-1410
FAX (305) 528-1411

P96000016102

June 20, 1996

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: INTELLITEC USA INC.

800001875228
-06/25/96--01114--006
*****35.00 *****35.00

Dear Sir or Madam:

Enclosed please find the State of Change of Registered Office for the above referenced Florida corporation along with the filing fee of Thirty Five (\$35.00) Dollars.

Very truly yours,

Shari L. McCartney
SHARI L. MCCARTNEY

SLM:lj
Enclosure

SECRET
TALLAHASSEE, FLORIDA
JUN 24 PM 1:40

APPROVED
AND
FILED

OK
P96000016102
6-24-96
RA CM

Florida Department of State, Sandra B. Northam, Secretary of State

**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.

1a. The name of the corporation is: INTELLITEC USA, Inc.

1b. The mailing address of the corporation is: 1350 Whitestone Way,
Davie, FL 33325

1c. Date of incorporation: Feb. 19, 1996 Document number: P96000016102

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

Shari L. McCartney

600 South Andrews Avenue Suite 503

Ft. Lauderdale, FL 33301

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

Registered agent - same as above

New Registered Office:

1350 Whitestone Way, Davie, FL 33325 c/o Pat Zeiler

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.

Bal Knabenhans
(Signature of an officer, chairman or
vice chairman of the board)

(Date)

Bal Knabenhans, President

(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.

Shari McCartney
(Signature of Registered Agent)

(Date)

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)

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

CR22045(11/84)

FILING FEE: \$35.00