

P960000-16973

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FILED  
\$5 FEB 22 PM 1:37  
TALLAHASSEE, FLORIDA  
CLERK OF SUPERIOR COURT

February 16, 1996

700001721727  
-02/22/96--01085--015  
\*\*\*122.50 \*\*\*122.50

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

Re: COMPUGRAVE, 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 McCartney  
SHARI L. McCARTNEY

2/23/96  
HS

Encls.

ARTICLES OF INCORPORATION  
OF  
COMPUGRAVE, INC.

**ARTICLE I - NAME**

The name of this Corporation is COMPUGRAVE, 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 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.

**ARTICLE VIII - INITIAL BOARD OF DIRECTORS**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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. WILLIAM C. SHOPE, 4113 Cocoplum Circle, Coconut Creek, FL 33063
2. JAMES I. McCARTNEY, 3590 N.W. 54th Street, Ft. Lauderdale, FL 33309

#### ARTICLE IX - INCORPORATOR

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

SHARI L. McCARTNEY, ESQUIRE  
600 South Andrews Avenue  
Suite 503  
Ft. Lauderdale, FL 33301

#### 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.

  
SHARI L. McCARTNEY, Incorporator

BEFORE ME, the undersigned authority, personally appeared SHARI L. McCARTNEY, who having been duly sworn, has executed the Articles of Incorporation this 16 day of February, 1996, and produced personally known as identification.

My commission expires:



RAE CHOROWSKI  
My Commission CC325573  
Expires Oct. 24, 1997  
Bonded by HAI  
800-422-1555

  
NOTARY PUBLIC, STATE OF FLORIDA

RAE CHOROWSKI  
PRINT NAME

CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

SECRET  
FEB 22 PM 1:57  
TALLAHASSEE, FLORIDA

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: COMPUGRAVE, INC.

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

SHARI L. McCARTNEY, ESQUIRE  
(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)

2/16/96  
(date)