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FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
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TO: DIVISION OF CORPORATIONS FROM: FAS-T CORP. AGENTS, INC.  
DEPARTMENT OF STATE 8405 NW 53RD ST  
STATE OF FLORIDA SUITE C-100  
409 EAST GAINES STREET MIAMI FL 33166- 0000008-  
TALLAHASSEE, FL 32399 CONTACT: LIDIA FERNANDEZ  
FAX: (904) 922-4000 PHONE: (305) 599-0839  
FAX: (305) 592-9591  
(((H96000005554))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: PATHWAYS TECHNOLOGIES, INC.  
FAX AUDIT NUMBER: H96000005554 CURRENT STATUS: REQUESTED  
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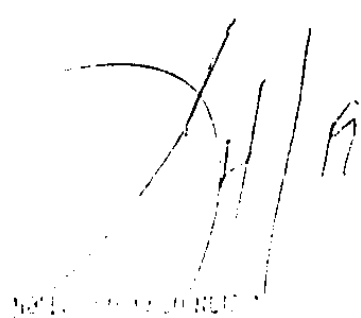
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4/19/96

FLORIDA DIVISION OF CORPORATIONS  
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1:34 PM

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96 APR 19 PM 4:03  
SECRETARY OF STATE  
TALLAHASSEE, FL 32399



96 APR 19 PM 2:54

**ARTICLES OF INCORPORATION  
OF  
PATHWAYS TECHNOLOGIES, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I. NAME**

The name of the corporation is

**PATHWAYS TECHNOLOGIES, INC.**

**ARTICLE II NATURE OF BUSINESS**

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

**ARTICLE III. CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1 par value per share.

**ARTICLE IV. ADDRESS**

The initial street address of the principal office of this corporation is to be at 9500 SOUTH DADELAND BLVD, STE 705, MIAMI, FLORIDA 33156.

The Board of Directors may from time to time designate such other address and place for the principal office of this Corporation as it may see fit.

**ARTICLE V - REGISTERED AGENT**

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

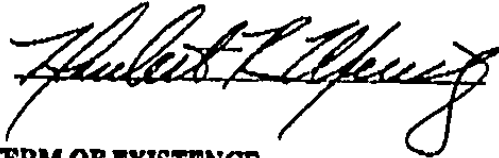
That PATHWAYS TECHNOLOGIES, INC. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at the City of Miami, County of Dade, has named HUMBERTO MENDEZ located at 9500 SOUTH DADELAND BLVD, STE 705, MIAMI, FLORIDA 33156 as its agent to accept service of process within this State.

Prepared by: A. M. ROJAS, P.A.  
9500 S. Dadeland Blvd. Ste. 705  
Miami, FL 33156  
(305) 670-9270

### ACKNOWLEDGEMENT

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.

Registered Agent - HUMBERTO MENDEZ



### ARTICLE VI. TERM OF EXISTENCE

This corporation is to exist perpetually.

### ARTICLE VII. 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 rated share thereof at the price at which it is offered to others.

### ARTICLE VIII. SPECIAL PROVISION

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

### ARTICLE IX. DIRECTORS

This corporation shall have one director, initially. The number of directors may be increased or diminished from time to time by the Bylaws, but shall never be less than one.

The name and street address of the initial member of the Board of Directors are:

HUMBERTO MENDEZ  
Director

9500 SOUTH DADELAND BLVD, STE 705  
MIAMI, FLORIDA 33156

GLADYS MENDEZ  
Director

9500 SOUTH DADELAND BLVD, STE 705  
MIAMI, FLORIDA 33156

#### ARTICLE X OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

HUMBERTO MENDEZ  
President

9500 SOUTH DADELAND BLVD, STE 705  
MIAMI, FLORIDA 33156

GLADYS MENDEZ  
Secretary / Treasurer

9500 SOUTH DADELAND BLVD., STE 705  
MIAMI, FLORIDA 33156

#### ARTICLE XI INCORPORATOR

The name and street address of the incorporator to Articles of Incorporation are:

HUMBERTO MENDEZ

9500 SOUTH DADELAND BLVD, STE 705  
MIAMI, FLORIDA 33156

#### ARTICLE XII EFFECTIVE DATE

These Articles of Incorporation shall be effective on

Date of execution and acknowledgment.

#### ARTICLE XIII AMENDMENT

These 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, manifesting their intention that a certain amendment to these Articles of Incorporation be made.

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IN WITNESS WHEREOF, we have hereunto set our hands and seals, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, seal on this

19 day of April, 1996.

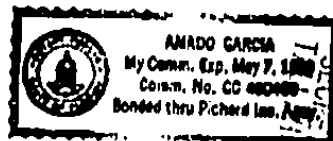
*Humberto Mendez* (Seal)  
HUMBERTO MENDEZ

STATE OF FLORIDA )  
 ) SS  
COUNTY OF DADE )

Before me, the undersigned authority, personally appeared **HUMBERTO MENDEZ** to me well know and known to me to be the individual described in and first being duly sworn, executed the foregoing Articles of Incorporation and acknowledged before me that they executed the same for the purposes therein expressed.

Witness my hand and official seal in the County and State named above this 11 day of April, 19 56.

**Notary Public**

**My Commission Expires:**

FILED  
96 APR 19 PM 4:08  
CLERK OF DISTRICT COURT  
JANET L. HARRIS  
TALLAHASSEE, FLORIDA

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