

1201 HAYS STREET
TALLAHASSEE, FL 32301-6007
800 342 4005
P96000045226



PREMIER HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 968102 4363705

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : May 28, 1996

ORDER TIME : 3:57 PM

ORDER NO. : 968102

CUSTOMER NO: 4363705

CUSTOMER: Peter B. Smith, Esq
SMITH SMITH & WENDER

190 W. Palmetto Park Road

Boca Raton, FL 33432

700001841797
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***122.50 ***122.50

DOMESTIC FILING

NAME: SYSTEM DEVELOPMENT AND
INTEGRATION, INC.

EFFECTIVE DATE:

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: Michelle Bailey

EXAMINER'S INITIALS:

96 MAY 28 11 41 AM '96
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED
3/29/96

LAW OFFICES
SMITH, SMITH AND WENDER, P.A.

PETER B. SMITH
CHARLES WENDER*
OF COUNSEL

MITCHELL B. SMITH*
BRUCE R. EVANS**

*MEMBER FL A NY BAR
**MEMBER FL NY A CT BAR

100 W. PALMETTO PARK RD. • BOCA RATON, FLORIDA 33408
407-368-1150
BROWARD 305-425-8020

May 22, 1996

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY 23 11 09 35

Secretary of State
Division of Corporations
Tallahassee, FL 32314

Re: SYSTEM DEVELOPMENT AND INTEGRATION, INC.

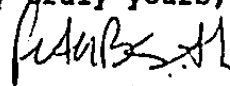
Dear Sir:

Enclosed please find an original and copy of the Articles of Incorporation with regard to the above matter together with a check to your order in the amount of \$122.50, representing filing fee and required minimum tax.

Won't you please file the original Articles, conform the copy and return the certified copy, together with your receipt, as soon as possible.

Thank you for your attention to this letter.

Very truly yours,



Peter B. Smith

PBS:lmc
Enclosures

96 MAY 20 AM 9:35

ARTICLES OF INCORPORATION
OF
SYSTEM DEVELOPMENT AND INTEGRATION

The undersigned subscribed to these Articles of Incorporation to form a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

SYSTEM DEVELOPMENT AND INTEGRATION, INC.

and its initial post office address and its principal office for the conduct of business is:

100 Kings Point Drive, Apt.#202
Miami Beach, Florida 33160

The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE II

The general nature of the business to be transacted by this corporation is:

(a) To act as research, training, promotional, merchandising, industrial and business counsellors and consultants; to hire and contract out employees and consultants, to aid and assist other individuals and companies with computers, computer technology and all facets of such computer industry; and

To carry on a management and computer consultant and advisory business relating to the operation of businesses and properties of all kinds; to maintain executive and operating personnel for such purposes.

(b) To engage in research and development, purchase, sale, import, export, license, distribution, design, manufacture, or rental of any product, machine, apparatus, appliance, merchandise, and property of every kind and description, ideas, systems, procedures, and services of any nature, including, without limiting the generality of the foregoing, all types of products

which possess an internal intelligence for recognizing and correlating any type of data or information to be processed, pattern interpretation, recognition and memory systems and equipment, optical scanning, analog and digital computers, components, all types of electrical, mechanical, electromechanical, and electronic products and systems such as for analysis of visible, radar, sonar, or other inputs, voice recognition and identification of voice elements, and magnetic storage and drums.

To establish, maintain, and conduct training schools, courses, and programs in connection with the purchase, sale, import, export, license, distribution, design, manufacture, or rental of machines, apparatus, appliances, and merchandise, and of articles required in the use thereof or used in connection therewith.

(c) To acquire by purchase or otherwise, for investment, or resale, and to own, operate, subdivide, lease, let, mortgage, sell and otherwise dispose of for cash or on credit, by conveyance, agreement for deed, or other lawful instrument, real estate or mixed property, located in the State of Florida or elsewhere, and generally to deal and traffic as owner, agent or broker, in real estate, personal and mixed property, and any interest or estate therein, including subdivisions, apartment houses, residences, stores, office buildings, manufacturing sites, and lot or parcels of land upon which they may be located, and to create, own, lease, sell, operate and deal in freehold and leasehold estates of any and all character whatsoever, and to be an investor in real and personal property.

(d) To carry on the business of holding company and to purchase and acquire any mercantile or commercial business, trade or enterprise permitted by the laws of the State of Florida, and to own, hold, operate, maintain, use, sell, or otherwise dispose of the same. To enter into or engage in any such business, trade or enterprise.

(e) Subject to the limitations prescribed and the Statutes of this State, to purchase, subscribe for or otherwise acquire, and to hold the shares, stocks or obligations of any company organized under the laws of this State or of any other State, or of any territory of the United States or of any foreign country, and to sell or exchange the same, or upon distribution of the assets or division of the profits, to distribute any such shares, stocks or obligations or proceeds thereof among the Stockholders of this company.

(f) Subject to limitations prescribed, and the requirements of the Statutes of this State, to borrow or raise money for any purpose of this company, and to secure the same and interest, or for any other purpose to mortgage all or any part of the property, corporeal or incorporeal rights or franchises of this company, now owned or hereafter acquired, and to create, issue, draw and accept and negotiate bonds and mortgages, bills of exchange, promissory notes or other obligations or negotiable instruments.

(g) Subject to the limitations prescribed, and the requirements of this State, to guarantee the payment of dividends or interest on any shares, stocks, debentures, or other securities issued by, or any other contract or obligations of any corporation described as aforesaid, whenever and provided the required authority be first obtained for the purpose, always subject to the limitations herein prescribed.

(h) The foregoing paragraphs shall be construed as enumerating the purposes, objects and powers of this corporation, and no recitation, expression or declaration of specific powers or purposes herein enumerated shall be deemed to be exclusive, but it is hereby expressly declared that all other lawful purposes, objects and powers not inconsistent herewith are hereby included, including the general powers set forth in Florida

Statutes Annotated, Sections 607.011, 607.014, and 607.017, as amended.

ARTICLE III

The maximum number of shares of stock of this corporation which it is authorized to have outstanding at any one time is seven thousand five hundred (7,500) shares of common stock at \$1.00 par value. Said capital stock shall be non-assessable and shall be payable in lawful money of the United States or in property, labor, or in services at a just valuation to be fixed by the stockholders at a meeting duly convened and held.

ARTICLE IV

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 (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V

The term for which this corporation shall exist shall be perpetual and the business of the corporation shall be conducted, carried on and managed by the officers of this corporation and a Board of Directors composed of one or more members, which number may be altered from time to time by the By-Laws of this corporation within the limitations prescribed by law.

The officers of this corporation shall be a President, a Vice-President, Secretary and Treasurer, and any other officer as the Board of Directors may deem expedient, one or more of which may be designated in the name of the same person.

ARTICLE VI

This corporation shall have two directors initially, and 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. The names and addresses of the initial directors of this corporation are:

ROBERT D. MEGHRIAN	100 Kings Point Drive, Apt.#202 Miami Beach, Florida 33160
J.C. MEGHRIAN	100 Kings Point Drive, Apt.#202 Miami Beach, Florida 33160

ARTICLE VII

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

ROBERT D. MEGHRIAN	100 Kings Point Drive, Apt.#202 Miami Beach, Florida 33160
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ARTICLE VIII

No contract, act or transaction of this corporation with any person or persons, firm or other corporation, in the absence of fraud or wrongdoing, shall be affected or invalidated by the fact that any director of this corporation is a party to or interested in such contract, act or transaction, or in any way connected with such person, persons, firm or corporation, and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation in which he may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company. The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE IX

The street address of the initial registered office of this corporation is 100 Kings Point Drive, Apt.#202, Miami Beach, Florida 33160 and the name of the initial registered agent of

this corporation located at 100 Kings Point Drive, Apt.#202,
Miami Beach, Florida 33160 is Robert D. Meghrian.

ARTICLE X

These articles of incorporation of this corporation may be amended, changed, altered or repealed in the manner now or hereafter prescribed by the Florida Statutes and all rights conferred upon stockholders herein are granted subject to this reservation.

ARTICLE XI

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

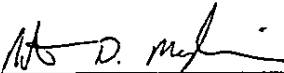
ARTICLE XII

The shareholders of this corporation shall be entitled to remove any director from office at any time with or without cause.

ARTICLE XIII

The shareholders and directors of this corporation may take action by written consent, as provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this 20 day of May, 1996.



Robert D. Meghrian -
Subscriber

STATE OF ILLINOIS :
COUNTY OF :

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared ROBERT D. MEGHRIAN, who is personally known to me and who is the same person described in and who executed the within instrument, and who acknowledged the same to be his free act and deed that he executed the same and did take an oath.

Witness my hand and official seal in the County and State last aforesaid this *20th* day of *May*, 1996.



Julie A. Ingles

Notary Public

My Commission Expires:

96 MAY 20 AM 9:55

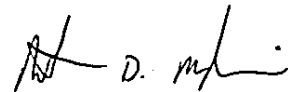
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE
SERVED.

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

First--That System Development and Integration, Inc.,
desiring to organize under the laws of the State of Florida,
with its principal office, as indicated in the Articles of
Incorporation at 100 Kings Point Drive, Apt.#202, Miami Beach,
Dade County, Florida 33160 has named ROBERT D. MEGHRIAN, located
at 100 Kings Point Drive, Apt.#202, Miami Beach, Florida 33160 as
its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the
above-stated corporation, at place designated in this
certificate, I hereby accept to act in this capacity and agree to
comply with the provision of said Act relative to keeping open
said office.



Robert D. Meghrian -
Resident Agent