

P9600046 303

1201 HAYS STREET
TALLAHASSEE, FL 32307
1-225-71
31-22 (93) FAX



PRENICE HALL LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 971830 4391902

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : May 31, 1996

ORDER TIME : 9:37 AM

ORDER NO. : 971830

CUSTOMER NO: 4391902

CUSTOMER: Adam Schiffman, Esq
ADAM R. SCHIFFMAN, P.A.

Concorde Center II, Suite 900
2999 Northeast 191 Street
Aventura, FL 33130

EFFECTIVE DATE
May 30, 1996

70000184586T
-05/31/96--01046--004
****122.50 ****122.50

DOMESTIC FILING

NAME: PRESS ONE SYSTEMS, INC.

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michelle Bailey

EXAMINER'S INITIALS:

FILED
95 MAY 31 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 MAY 31 AM 11:09
DIVISION OF CORPORATION

63 5/31/96

ARTICLES OF INCORPORATION
OF
PRESS ONE SYSTEMS, INC.

REC'D
56 MAY 31 PM 1:45
TALLAHASSEE, FLORIDA

ARTICLE I

NAME AND ADDRESS

The name of the Corporation shall be:

PRESS ONE SYSTEMS, INC.

The Corporation's address is:

111 N.W. 183rd Street, North Miami, Florida 33169.

EFFECTIVE DATE
May 30, 1996

ARTICLE II

DURATION

The corporation shall commence its existence on May 30, 1996, and shall exist perpetually unless sooner dissolved according to law.

ARTICLE III

PURPOSE

It is the purpose of this corporation to 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 (1,000) shares of \$1.00 par value common stock.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The initial registered agent and the street address of the initial registered office of the Corporation is:

Adam R. Schiffman
2999 N.E. 191st Street, Suite 900
Aventura, Florida 33180

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have TWO (2) Directors initially. The number of Directors may be increased or diminished from time to time by amendment of the Bylaws but shall never be less than one (1). The name and address of the initial Director of this corporation is:

Wesley Petrie
111 N.W. 183rd Street
North Miami, Florida 33169

Lebert Francis, II
111 N.W. 183rd Street
North Miami, Florida 33169

**ARTICLE VII
INCORPORATOR**

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

Adam R. Schiffman
2999 N.E. 191st Street, Suite 900
Aventura, Florida 33180

ARTICLE VIII

INDEMNIFICATION

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

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 30th day of May, 1996.



ADAM R. SCHIFFMAN

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in Article V of these Articles of Incorporation, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the complete discharge of his duties.

DATED this 30th day of May, 1996.

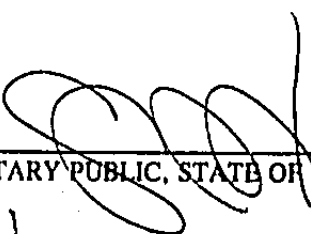


ADAM R. SCHIFFMAN

STATE OF FLORIDA :
: SS.
COUNTY OF DADE :

BEFORE ME, a Notary Public authorized in County and State set forth above, personally appeared ADAM R. SCHIFFMAN, known to me and known to be the person who, as Incorporator and Registered Agent, executed the foregoing Articles of Incorporation of Press One Systems, Inc., and he acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, this 30th day of May, 1996.



NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:

OFFICIAL NOTARY SEAL
TERYL D FUZON
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC235604
MY COMMISSION EXP. NOV. 19, 1996

FILED
96 MAY 31 PM 1:15
SECRETARY OF STATE
TALLAHASSEE FLORIDA