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TALLAHASSEE, FL 32301-2607

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P96000046895



PRODUCT HALL  
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 973729 9534A

AUTHORIZATION :

*Patricia Pyzdek*

COST LIMIT : \$ 70.00

ORDER DATE : June 3, 1996

ORDER TIME : 11:49 AM

ORDER NO. : 973729

CUSTOMER NO: 9534A

CUSTOMER: Robert Arlen, Esq  
ROBERT M. ARLEN, P.A.

Suite 200  
1501 Corporate Drive  
Boynton Beach, FL 33435

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95 JUN -3 PM 9:51  
DIVISION OF CORPORATIONS

DOMESTIC FILING

NAME: CAPHEXIS, INC.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XXX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS:

DIVISION OF CORPORATION

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*CH*  
*6/4/96*

EFFECTIVE DATE

6/1/96

**ARTICLES OF INCORPORATION  
OF  
CAPHEXIS, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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**THE UNDERSIGNED**, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

**ARTICLE I  
NAME**

The name of the corporation shall be CAPHEXIS, INC.

**ARTICLE II  
COMMENCEMENT-DURATION**

Corporate existence shall commence June 1, 1996. The duration of CAPHEXIS, INC. shall be perpetual.

**ARTICLE III  
PURPOSE**

The general purposes for which CAPHEXIS, INC. is organized are:

- A. To act as business consultants.
- B. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act, or engage in any other trade or business which can, in the opinion of the Board of Directors of CAPHEXIS, INC. be advantageously carried on in connection with, or ancillary to, the foregoing business.
- C. To do such other things as are incidental to the foregoing of necessary or desirable in order to accomplish the foregoing.

**ARTICLE IV  
AUTHORIZED SHARES**

The aggregate number of shares which CAPHEXIS, INC. is authorized to issue is 7,500. Such shares shall be common stock of a single class and have a par value of one dollar (\$1.00) per share.

**ARTICLE V  
CORPORATE OFFICES AND AGENT**

**Principal Office:**

The initial principal office of the Corporation is 900 West Linton Blvd., Suite 200 Delray Beach, Florida, 33444.

**Initial Registered Office and Agent:**

The street address of the initial registered office of the Corporation is 1501 Corporate Drive, Suite #200, Boynton Beach, Florida, 33426 and the name of it's initial registered agent at such address is Robert M. Arlen.

**ARTICLE VI  
OFFICERS AND DIRECTORS**

The number of Directors of CAPHEXIS, INC. shall not be less than one (1), and the number of Directors constituting the initial Board of Directors of CAPHEXIS, INC. is two (2). The names and addresses of the people who are to serve as the initial Board of Directors and as the initial officers of CAPHEXIS, INC. are as follows;

NAME	Director/President
ADDRESS	ANNE THOMPSON
CITY AND STATE AND ZIP	18292 181 CIRCLE SOUTH BOCA RATON, FLORIDA 33498

NAME	Director/Secretary/Treasurer
ADDRESS	DANIEL E. THOMPSON
CITY AND STATE ZIP	18292 181 CIRCLE SOUTH BOCA RATON, FLORIDA 33498

**ARTICLE VII  
INCORPORATOR**

The Incorporator of CAPHEXIS, INC. is Robert M. Arlen whose address is 1501 Corporate Drive, Suite 200, Boynton Beach, Florida 33426.

## **ARTICLE VIII CUMULATIVE VOTING**

In all elections for directors, every shareholder shall have the right to vote, in person or by proxy, for the number of shares owned by him/her, for as many persons as there are directors to be elected, or to cumulate said votes, and give one candidate as many votes as the number of directors to be elected multiplied by the number of his shares shall equal or distributes them on the same principle among as many candidates as he/she shall think fit.

## **ARTICLE IX PREEMPTIVE RIGHTS**

Each shareholder of CAPHEXIS, INC. shall be entitled to full preemptive rights to purchase his pro rata share of any future issue of the unissued or treasury shares of the corporation, or any securities of CAPHEXIS, INC. convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares, at the same price and terms at which said shares are being offered for issue.

## **ARTICLE X CHANGE OF CORPORATE FORM**

The affirmative vote of a majority of the issued and outstanding shares of CAPHEXIS, INC. shall be required to amend these Articles of Incorporation, or to approve the merger or consolidation of CAPHEXIS, INC. with any other corporation, or to sell, lease, encumber or convey all or substantially all of the assets of CAPHEXIS, INC. or to voluntarily dissolve, liquidate or wind up its affairs.

## **ARTICLE XI SHAREHOLDERS AGREEMENTS**

Notwithstanding the provisions of these Articles of Incorporation, the shareholders of CAPHEXIS, INC. and the Corporation shall have the power to enter into an agreement or agreements which relate to any phase of the affairs of CAPHEXIS, INC.. The subject matter of said agreement(s) may include, but shall not be limited to the following:

- A. The voting of shares of CAPHEXIS, INC. and the procedure by which shares in the Corporation are to be voted, including the naming of the persons to be elected Directors and/or Officers of the Corporation.
- B. The limitation of the business affairs of CAPHEXIS, INC. or its purposes and powers to specified activities or enterprises.
- C. The management of the business affairs of CAPHEXIS, INC. and the division of the profits of the Corporation.

D. Restrictions on the transfer of shares of stock in CAPHEXIS, INC..

E. The right and power of CAPHEXIS, INC. or the shareholders of the Corporation to purchase the stock of any shareholder upon the proposed sale or other transfer of said stock, the retirement, death, disability, or insolvency of a shareholder, or any other agreed upon event.

F. The establishment of procedures by which changes in corporate form shall be effected.

G. Any matter which may be described in Florida Statutes Section 607.0732.

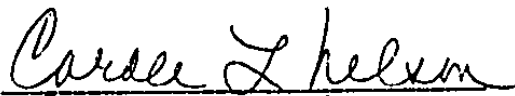
Said Agreement(s) shall be in writing and shall be executed by the shareholders to be bound thereby. CAPHEXIS, INC. is hereby empowered to become a party to any such Agreement and shall be bound by the provisions thereof if a party. Said Agreement(s), if executed by all of the shareholders and the Corporation, shall control any conflicting provisions of Statute, these Articles of Incorporation, the Bylaws of the Corporation, and any prior agreement among the parties thereto.

EXECUTED by the undersigned Incorporator on this May 28, 1996

  
ROBERT M. ARLEN/Incorporator

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 28th day of May, 1996,  
by Robert M. Arlen, who is personally known to me or who has produced  
Personally known to me as identification and who did not take an oath.


  
CAROLE L. NELSON  
Notary Public  
State of Florida at Large

Seal and commission  
expiration stamp:



### ACCEPTANCE OF REGISTERED AGENT

I, **ROBERT M. ARLEN**, having been appointed Registered Agent of **CAPHEXIS, INC.**, do hereby agree to act in this capacity and to comply with the provisions of all statutes pertaining to the proper and complete performance of my duties executed this 28th day of May, 1996.

  
\_\_\_\_\_  
Registered Agent

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DIVISION OF CORPORATIONS  
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