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June 14, 1996

Secretary of State  
409 E. Gaines Street  
Tallahassee, Florida 32399

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06/21/96--010031-020  
\*\*\*\*122.50 \*\*\*\*122.50

Attention: Division of Corporations

RE: GINGKO CORPORATION

Dear Sir/Madam:

Enclosed for filing, please find one original and one copy of the fully executed and notarized Articles of Incorporation regarding Ginkgo Corporation. Also enclosed please find a check made payable to the Secretary of State, in the amount of \$122.50 representing filing fees and one certified copy. Please forward the certified copy to our office in the enclosed self-addressed envelope.

If you should have any questions concerning this matter, please do not hesitate to contact me.

Very truly yours,

JONAS AND WOLMER, P.A.

By:

Jane Lincoln  
Legal Assistant

FILED  
95 JUN 20 AM 9:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

enclosures

6-24-96  
KF

ARTICLES OF INCORPORATION  
OF  
GINGKO CORPORATION

FILED  
95 JUN 20 AM 9:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of this corporation is: GINGKO CORPORATION

ARTICLE II

The duration of this corporation is perpetual.

ARTICLE III

The purpose or purposes for which this corporation is organized are:

A. To manufacture and distribute computer related software and computer related equipment.

B. To acquire by purchase, exchange, gift, bequest, subscription or otherwise, and to hold, own, mortgage, pledge, hypothecate, sell, assign, transfer, exchange or otherwise dispose of or deal in or with its own corporate securities or stock or other securities, including without limitations, any shares of stock, bonds, debentures, notes, mortgages, or other instruments representing rights or interest therein or any property or assets created or issued by any person, firm, association or corporation, or any government or subdivisions, agencies or instrumentalities thereof; to make payment therefore in any lawful manner or to issue

in exchange therefore its own securities or to use its unrestricted or unreserved earned surplus for the purchase of its own shares, and to exercise as owner or holder of any securities, any and all rights, powers and privileges in respect thereof.

C. To do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the subjects herein enumerated, or which may at any time appear conducive to or expedient for the protection or benefit of this corporation, and to do said acts as fully and to the same extent as natural person might, or could do, in any part of the world as principals, agents, partners, trustees or otherwise, either alone or in conjunction with any other person, association or corporation.

D. The foregoing clauses shall be construed both as purposes and powers, and shall not be held to limit or restrict in any manner the general powers of the corporation, and the enjoyment and exercise thereof, as conferred by the Laws of the State of Florida; and it is the intention that the purposes and powers specified in each of the paragraphs of this Article III shall be regarded as independent purposes and powers.

#### ARTICLE IV - STOCK

The aggregate number of shares which this corporation shall have authority to issue is 100,000 shares of common voting stock at \$1.00 par value per share. Fully-paid stock of this corporation shall not be liable to any further call or assessment. The sum of the par value of all shares of capital stock of the corporation

that have been issued shall be the stated capital of the corporation at any particular time. To the extent consideration in excess of the par value of such shares, if any, is received for such shares, such excess consideration shall constitute capital surplus.

#### ARTICLE V - AMENDMENT

These Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a Shareholders meeting called for that purpose.

#### ARTICLE VI - SHAREHOLDER RIGHTS

Shareholders of the corporation shall have pre-emptive rights to acquire their pro rata share of stock of the corporation for all issues of any class of stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other property, services, the acquisition of other corporations; shares or property through merger or the extinguishment of debts. Pre-emptive rights shall also apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

This Article VI pertaining to pre-emptive rights may not be amended or deleted without the unanimous vote of the Shareholders of each affected class, and no issuance of stock of the corporation shall take place unless the price at which the stock is to be issued shall be approved by a majority of the Shareholders of the

corporation.

ARTICLE VII - INITIAL OFFICE AND AGENT

The street address of this corporation's initial registered office in Florida is 15183 81st Terrace North, Palm Beach Gardens, Florida 33418 and the name of its initial registered agent at that address is Ling Hsing.

ARTICLE VIII - OFFICERS AND DIRECTORS

The number of directors of the Corporation from time to time shall be as set forth in the By-Laws. This corporation shall have one officer and one director, initially. The name and address of the initial officer and director who shall hold office for the first year of the corporation, or until her successor is elected or appointed is:

<u>Name</u>	<u>Address</u>
Ling Hsing Dir./Pres./Sec./Treas.	15183 81st Terrace N. Palm Beach Gardens, Florida 33418

ARTICLE IX - INCORPORATORS

The name and addresse of the incorporator is:

<u>Name</u>	<u>Address</u>
Ling Hsing	15183 81st Terrace N. Palm Beach Gardens, FLorida 33418

ARTICLE X - COMMON DIRECTORS - TRANSACTIONS BETWEEN CORPORATIONS

No contract or other transaction between this corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors are


directors or officers or are financially interested, shall either be void or voidable because of such relationship or interest, if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents for such interested Director; or (b) the fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (c) the contract is fair and reasonable to the corporation.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the board of Directors or committee thereof which authorizes, approves or ratifies such contract or transaction.

#### ARTICLE XI - BY-LAWS

The By-laws of the corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Shareholders at any meeting thereof.

Dated this 17th day of June, 1996.

  
\_\_\_\_\_  
Ling Hsing

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing Articles of Incorporation were acknowledged before me this 17th day of June, 1996, by Ling Hsing. She is personally known to me or has produced clearance - none as identification and did/did not take an oath.

(Seal)

Jane Lincoln  
Notary Signature

Jane Lincoln  
(Printed Notary Signature)



jan/articles.gin

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

The following is submitted pursuant to 48.091(1) and 607.034,  
Florida Statutes:

Ling Hsing, desiring to organize under the laws of the State  
of Florida, being in the County of Palm Beach at 15183 81st Terrace  
N., Palm Beach Gardens, Florida 33418 has named Ling Hsing, located  
at that same address, as its initial registered agent to accept  
service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above  
stated corporation, at the initial registered office of the  
Corporation in this State, I hereby accept to act in this capacity  
and agree to comply with the provisions of said statute relative to  
keeping the registered office of the corporation open from 10:00  
a.m. to noon each day, except Saturdays, Sundays and legal  
holidays, and to post therein a sign designating the name of the  
corporation and the name of its registered agent.

Date: 6/17/96

By: *L. Hsing*  
Ling Hsing

FILED  
96 JUN 20 AM 8:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA