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TELEPHONE (305) 444-0001
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100001898481
-07/18/96--01081--009
***122.50 ***122.50

July 16, 1996

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

100001898481
-07/18/96--01081--009
***122.50 ***122.50

RE: Robaco/Intarsoc, Inc.

Gentlemen:

Enclosed are the original and one copy of the Articles of Incorporation for the above-referenced corporation. Also, enclosed is our check in the amount of \$122.50, representing the following:


Filing Fee	\$	35.00
Resident Agent's Certificate		35.00
Certified Copy:		<u>52.50</u>
Total:	\$	122.50

Please return the certified copy of the Articles to the undersigned.

Thank you for your cooperation.

Very truly yours,

WALLACE, BAUMAN
FODIMAN & SHANNON, P.A.


MILTON J. WALLACE

FILED
96 JUL 18 PM 2:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MJW/tz
Encl.

7-19-96
KR

**ARTICLES OF INCORPORATION
OF
ROBACO/INTERSEC, INC.**

FILED
95 JUL 18 PM 2:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned does hereby execute, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be: **ROBACO/INTERSEC, INC.**

ARTICLE II

This corporation shall commence its perpetual existence on the date these Articles of Incorporation are filed.

ARTICLE III

The general purpose for which this corporation is organized is to transact any or all lawful business permitted under the laws of the State of Florida.

ARTICLE IV

The capital stock which the Corporation is authorized to issue shall be as follows:

- A. 10,000,000 shares of common stock, par value
\$.001 per share.
- B. 1,000,000 shares of preferred stock, par value
\$.01 per share.

Holders of the preferred stock shall be entitled to preference in the distribution of dividends or assets as and when declared by the board of directors and shall have a preference in the assets of the corporation over the holders of the common

stock upon the voluntary or involuntary liquidation of the Corporation. The shares of preferred stock authorized may be divided into and issued in series. The board of directors shall have the authority to divide any or all of the preferred stock into series and may fix and determine the relative rights and preferences of the shares of any series as established in accordance with Florida Statutes § 607.0603. The directors may specify the following as to each series:

1. The rate or manner of payment of dividends.
2. Whether such shares may be redeemed and if so, the redemption price and the terms and conditions of redemption.
3. The amount payable upon shares in the event of voluntary or involuntary liquidation.
4. Sinking fund provisions for the redemption of such shares.
5. The terms and conditions of which shares may be converted into common stock or other series of preferred stock.
6. Voting rights, if any.

ARTICLE V

The street address of the initial registered office of this corporation and its initial registered agent, as well as the mailing address of the corporation, are as follows:

BISCAYNE REGISTERED AGENTS, INC.
2222 Ponce de Leon Boulevard
Suite 600
Coral Gables, FL 33134

ARTICLE VI

The name and address of the first director of this corporation is:

GUSTAVO C. ROBAYNA
7400 N.W. 7th Street
Suite 109
Miami, FL 33126

ARTICLE VII

The name and address of the Incorporator is:

MARIA T. ZUCKER
2222 Ponce de Leon Boulevard
Suite 600
Coral Gables, FL 33134

ARTICLE VIII

By duly adopted action by the Board of Directors, this corporation may indemnify and/or insure any and all of its directors or officers or former directors or officers, or any person who may have served at its request as a director or officer of another corporation in which it owns shares of capital stock, or of which it is a creditor, to the extent permitted by law, now existing or hereinafter enacted, including, without limitation, the expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding, in which they or any of them are made parties or a party by reason of being or having been directors or officers, or a director or officer of this corporation, or of such other corporation, except in relation to matters as to which any such director or officer, or former director or officer or person, shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the

performance of his duty. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under the By-Laws, agreements, votes of stockholders or directors, Chapter 607, Florida Statutes, or otherwise.

ARTICLE IX

No contract or other transaction between this corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of this corporation is or are interested in, or is a director or officer or are directors or officers of such other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract or transaction of this corporation or in which this corporation is interested. No contract, act or transaction of this corporation with any person or persons, firm or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any director or directors of this corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation. 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 for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of this corporation may vote upon any contract or other transaction between this corporation and any subsidiary or controlled company without regard to the fact that he also is a director of such subsidiary or controlled company.

IN WITNESS WHEREOF, the undersigned, being the incorporator of the above-named corporation, for the purpose of forming a corporation to do business both

within and without the State of Florida, under the laws of Florida, does make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and executes these Articles of Incorporation on this 16th day of July, 1996.



MARIA T. ZUCKER, Incorporator

FILED
95 JUL 18 PM 3:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

ROBACO/INTERSEC, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at 2222 Ponce de Leon Boulevard, Suite 600, Coral Gables, Florida 33134, has named BISCAYNE REGISTERED AGENTS, INC. as its agent to accept service of process within this State

ACCEPTANCE:

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

BISCAYNE REGISTERED AGENTS, INC.

By: _____

Maria T. Zucker
MARIA T. ZUCKER
(Registered Agent)