

**P9000003704**

JUL -30-1 11:35  
TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
400 EAST GAINES STREET  
TALLAHASSEE, FL 32300  
FAX: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY  
1402 W FLAGLER ST  
SUITE 200  
MIAMI FL 33135-  
CONTACT: RAY STORMONT  
PHONE: (305) 541-3084  
FAX: (305) 541-3770

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: B B GROUP INC.  
FAX AUDIT NUMBER: H96000010504  
DATE REQUESTED: 07/30/1996  
CERTIFIED COPIES: 0  
NUMBER OF PAGES: 7  
ESTIMATED CHARGE: \$78.75

CURRENT STATUS: REQUESTED  
TIME REQUESTED: 10:50:12  
CERTIFICATE OF STATUS: 1  
METHOD OF DELIVERY: FAX  
ACCOUNT NUMBER: 072450003255

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

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95 JUL 30 PM 2:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
96 JUL 30 AM 11:39

*Handwritten:* 17, 20, 94

05 JUL 30 PM 2:37  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H96000010504

# Certificate of Incorporation of

B S GROUP INC.

The undersigned hereby associate for the purpose of becoming a corporation under the Laws of the State of Florida, providing for the formation of a corporation for profit, with the powers, rights, privileges and immunities hereinafter mentioned, and make, subscribe and acknowledge and file with the Secretary of State of Florida, this Certificate of Incorporation, and to that end does by this certificate set forth:

## ARTICLE I NAME

The name of the corporation shall be

B S GROUP INC.

The corporation will be doing business as

B S GROUP INC.

## ARTICLE II PRINCIPLE OFFICE

The principle place of business and mailing address of this corporation shall be:

The physical address of the corporation is :

**B S GROUP INC.  
3444 MAIN HIGHWAY  
MIAMI, FLORIDA 33133  
C/O CRAIG LEITMAN**

The mailing address of the corporation is :

**B S GROUP INC.  
3444 MAIN HIGHWAY  
MIAMI, FLORIDA 33133  
C/O CRAIG LEITMAN**

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## ARTICLE III PERPETUITY

This corporation shall exist in perpetuity commencing on the date of execution and acknowledgment of these Articles of Incorporation.

PREPARED BY ALAN A. RAZLA, 22 BOXWOOD RD., HOLLYWOOD FL 33021

(954) 452-4000

**ARTICLE IV. PURPOSE**

The general nature of the business, objects and purposes proposed to be transacted and carried on, are to do any and all things allowed and permitted to be done by corporations under the Statutes of the State Florida, and to do any and all things hereinafter mentioned as fully and to the same extent as natural persons might or could do, to-wit:

- A. To engage in the business of importing and exporting goods for wholesale and retail sale, invest in various ventures, and to conduct any and all other lawfully authorized business associated with this name.
- B. To acquire, hold, undertake and fully exploit the good will, property right, franchises and assets of every kind and the liabilities of any person, firm, association or corporation, either wholly or partly, and to pay for the same in cash, stocks and/or bonds of the company or otherwise.
- C. to borrow money and contract debts when necessary for the transaction of the business or for the exercise of its corporate rights, privileges and / or franchises, or for any other lawful purpose of its incorporation, to issue bonds, promissory notes, bills for exchange, debenture and other obligations and evidence of indebtedness payable at a specified time or times or payable upon the happening of a specified event or events whether by mortgage, pledge or otherwise, or unsecured for money borrowed or in payment for property or acquired or any other lawful object.
- D. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares or the capital stock of any bonds, securities or evidence of indebtedness created by any other States or Government and while owner of such stock to exercise all the rights, powers, and privileges of ownership, including the right to vote thereon.
- E. To conduct business, have one or more offices and hold, purchase, mortgage and convey real and personal property in this state and in any of the several states, territories, possessions and dependencies of the United States, and District of Columbia and in foreign countries.
- F. To do all and everything necessary and proper for the accomplishment of the object enumerated in the Certificate of Incorporation or any amendment thereof or necessary or incidental to the protection and benefit of the corporation and, in general, to carry on any lawful business necessary or incidental to the attainment similar in nature to the objects set forth therein, it being understood that the foregoing enumeration of specific power shall not be deemed exclusive by all other lawful powers conferred by the Statutes of the State of Florida are hereby included.

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**ARTICLE V CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 ( one hundred shares ) of Common Stock which shall have One Dollar (\$1.00) par value.

**ARTICLE VI LIQUIDATION**

In the event of any voluntary or involuntary liquidation, dissolution, of winding up of this Corporation, the assets of the Corporation shall be payable to and distributed ratably among the holders of record of the Common Shares.

**ARTICLE VII VOTING RIGHTS**

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

**ARTICLE VIII PREEMPTIVE RIGHTS**

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

**ARTICLE IX INITIAL REGISTERED AGENT AND ADDRESS**

The name and address of the initial registered agent is

**CRAIG LEITMAN  
19687 TURNBERRY WAY  
AVENTURA, FL 33180**

**ARTICLE X DIRECTORS**

This Corporation shall have one Directors initially. 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 (1). The name and the address of the initial Directors of this Corporation is:

**CRAIG LEITMAN  
19687 TURNBERRY WAY  
AVENTURA, FL 33180**

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**ARTICLE XI SHARES**

The name and address of each subscriber of the Certificate of Incorporation and a statement of the number of shares of stock which they agree to take are as follows:

**CRAIG LEITMAN**  
19887 TURNBERRY WAY 100 shares  
AVENTURA, FL 33180

the proceeds of which amount to ( \$100.00 ) one hundred dollars or one dollar per value per common share.

**ARTICLE XII AMENDMENT**

This Corporation reserves the right to amend or repeal any provisions contained in these Certificate of Incorporation, or any amendments thereto, and any right conferred upon the shareholders; is subject to this reservation.

**ARTICLE XIII OFFICERS**

The names and street addresses of the officers of this corporation are:

**CRAIG LEITMAN**  
19887 TURNBERRY WAY  
AVENTURA, FL 33180  
Title: President & CEO, Secretary, Treasurer

**ARTICLE XIV DIRECTOR'S POWERS**

The directors of the Corporation, in addition to the powers conferred by the laws of the State of Florida shall have the power to make, alter and repeal the By-Laws and to set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose, and to alter or abolish such reserve.

- A. The Corporation shall have a first lien on the shares of its members' stock and upon all dividends due them for any indebtedness by such members of the corporation.
- B. The private property of the stockholders shall not be subject to the payment of the corporate debt to any extent whatever.
- C. The Corporation shall have full power and lawful authority to accept property, real, personal or mixed, labor and services, in payment for shares of

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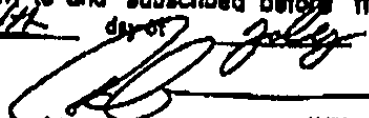
- D. Shares of the capital stock of the company when certificates thereof shall be issued shall be fully paid and nonassessable.
- E. Shares of the capital stock of the company shall be transferred only on the books of the Company by the holder thereof in person, or by his attorney, upon the surrender and cancellation of a certificate or certificates for the number of shares.
- F. The Corporation reserves the right to amend, change or repeal any provisions contained in the Certificate of Incorporation in any manner now or hereinafter prescribed by law and all rights conferred on Officers, Directors and Stockholders herein are granted subject to this reserve.

IN WITNESS WHEREOF, we have hereunto subscribed our names and affixed our seals at Miami, Florida on this 24TH day of July, 1996.



(NOTARY SEAL)

X   
 CRAIG LEITMAN  
 SS NO. 198-48-9892  
 President, CEO, Secretary, Treasurer

Sworn to and subscribed before me, this  
 24th day of July  
 X   
 NOTARY PUBLIC

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FILED P.10/17  
96 JUL 30 PM 2:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT / REGISTERED OFFICE**

Pursuant to the provision of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office / registered agent, in the state of Florida.

- 1. The name of the corporation is:   E S GROUP INC.

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- 2. The name and address of the registered agent and office is:  
  CRAIG FREITMAN    
  19667 TURNBERRY WAY    
  AVENTURA, FL 33180

SIGNATURE



TITLE

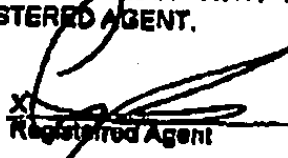
  Registered Agent Only  

DATE

  24-Jul-96  

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HERBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGENT IN FACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH PROVISIONS OF ALL STATUTES, RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

  
  Registered Agent  

DATE

  24-Jul-96  

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# P96000063704

Alan A. Razla, CPA  
Certified Public Accountant  
22 Boxwood Road  
C) Hollywood, Florida 33021

Office Use Only

### CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
2. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
3. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
4. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)

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91 FEB 18 PM 1:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

- Walk in       Pick up time \_\_\_\_\_       Certified Copy  
 Mail out       Will wait       Photocopy       Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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-01/13/97--01067--021  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

\$1,410.00  
00789, 00572, 02209,  
06671

~~W91-1288~~

*Corporate  
Linda*

Examiner's Initials





**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
**Secretary of State**

**January 24, 1997**

**ALAN A. RAZLA, CPA**  
**22 BOXWOOD ROAD**  
**HOLLYWOOD, FL 33021**

**SUBJECT: BLUE SYSTEMS, INC.**  
**Ref. Number: V32285**

**We have received your document for BLUE SYSTEMS, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):**

**In order to file your document, the subject entity must first be reinstated.**

**The total amount due to reinstate is \$1410.00.**

**Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.**

**If you have any questions concerning the filing of your document, please call (904) 487-6902.**

**Linda Stitt**  
**Corporate Specialist**

**Letter Number: 497A00003658**

**MEMO:**

**PLEASE NOTE THE FOLLOWING CHANGES:**

**AFTER A CLOSER EXAMINATION , THE ARTICLE TO BE AMENDED IN THIS APPLICATION IS FOR "BS GROUP INC." AND NOT AS ERRONEOUSLY FILED (BLUE SYSTEM INC.).**

**PLEASE PROCESS IMMEDIATELY AND APPLY THE FEE THAT WAS PREVIOUSLY SENT.**

**ALAN A. RAZLA,  
954 983 9394**

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF

B B GROUP INC.,

(present name)

FILED  
97 FEB 18 PM 1:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Pursuant to the provisions of section 607.1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation:*

**FIRST:** Amendment(s) adopted:

Effective 1/1/97 BS GROUP Inc.", will change its name to "Blu System Corporation"

**SECOND:** If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

**THIRD:** The date of each amendment's adoption: January 1, 1997

**FOURTH:** Adoption of Amendment(s) (check one)

The amendment(s) was/were adopted by the incorporators or board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

The amendment(s) was/were approved by the shareholders through voting groups.

*[The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s).]*

The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_  
(voting group)

(continued)

Signed this 3rd day of January, 19, 97.

**Blu Systems Corp.,**

(Corporation Name)

By 

(Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

(A director or incorporator if adopted by the directors or incorporators)

CRAIG LEITMAN

(Typed or printed name)

PRESIDENT/DIRECTOR

(Title)