

1201 HAYS STREET  
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TELEPHONE SERVICE ACCOUNT NO. : 072100000032

REFERENCE : 079067 7108982

AUTHORIZATION : Patricia Kyriak

COST LIMIT : \$ 70.00

ORDER DATE : September 9, 1996

ORDER TIME : 1:36 PM

ORDER NO. : 079067

CUSTOMER NO: 7108982

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CUSTOMER: Vincent E. Schindeler, Esq  
VINCENT E. SCHINDELER, ESQ

Suite 4-r  
633 S. E. Third Avenue  
Fort Lauderdale, FL 33301

DOMESTIC FILING

NAME: COMPUTOUR, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
XX PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

FILED STATE  
RECORDS DIVISION  
96 SEP -9 PM 9:18  
96 SEP -9 PM 2:51  
DIVISION OF CORPORATIONS  
9/10/96

**ARTICLES OF INCORPORATION**  
**OF**  
**COMPUTOUR, INC.**

RECORDED  
STATE  
ARTICLES  
95 SEP -2 AM 9:18

The undersigned subscriber to these Articles of Incorporation, a natural person, competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I - NAME**

The name of the corporation shall be:

CompuTour, Inc.

**ARTICLE II - PRINCIPLE OFFICE**

The principal place of business of this corporation shall be 4631 N.W. 31st Avenue, Apt. # 277, Fort Lauderdale, Florida 33309.

**ARTICLE III - NATURE OF BUSINESS**

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory, or nation.

**ARTICLE IV - CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

#### **ARTICLE V - REGISTERED AGENT**

The street address of the initial registered agent of the corporation shall be 6245 N.W. 104th Way, Parkland, Florida 33076, and the name of the initial resident agent of the corporation at that address is Dana I. Pross.

#### **ARTICLE VI - TERM OF EXISTENCE**

This corporation is to exist perpetually.

#### **ARTICLE VII - CORPORATE INDEMNIFICATION PLAN**

The corporation will indemnify any person:

(1) Who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by, or in the right of, the corporation) by reason of the fact that he or she is or was a director, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against such costs and expenses, and to the extent and in the manner provided in Florida Statute 607.014;

(2) Who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he or she is or was a director, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a director,

officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise against such costs and expenses, and to the extent and in the manner provided in Florida Statute 607.014. The extent, amount, and eligibility for the indemnification provided herein will be made by the Board of Directors. Said determinations will be made by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding or by the shareholders by a majority vote of a quorum consisting of shareholders who were not parties to such action, suit, or proceeding.

The corporation will have the power to make further indemnification as provided in Florida Statute 607.014(6) except to indemnify any person against gross negligence or willful misconduct.

The corporation is further authorized to purchase and maintain insurance for indemnification of any person as provided herein and to the extent provided in Florida Statutes 607.014(8) and 607.014(9).

#### **ARTICLE VIII - PREEMPTIVE RIGHTS**

Every Shareholder, of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, on a pro rata basis at the price at which it is offered to others.

#### **ARTICLES IX - DIRECTORS**

This corporation shall have one (1) Director initially. The number of Directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law.

The name and address of the initial Director of the Corporation is:

Dana I. Pross  
6245 N.W. 104th Way  
Parkland, Florida 33076

**ARTICLE X - SUBSCRIBER**

The name and street address of the subscriber to these Articles of Incorporation is:

Dana I. Pross  
6245 N.W. 104th Way  
Parkland, Florida 33076

**ARTICLE XI - BYLAW AMENDMENT**

The power to adopt, alter, amend, or repeal the bylaws of this corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida.

IN WITNESS WHEREOF, the undersigned has hereunto set her hand and seal on the 6th day of September 1996.

  
DANA I. PROSS

FILED  
NOTARY PUBLIC  
96 SEP - 2 11 9:13

STATE OF FLORIDA       )  
                                  ) ss.  
COUNTY OF BROWARD )

The foregoing instrument was acknowledged before me this 6<sup>th</sup> day of September 1996, by Dana I. Pross who is personally known to me and who did take an oath.

Rebecca M. Novoa-Barksdale  
Notary Public

My Commission expires:



REBECCA M. NOVOA-BARKSDALE  
My Commission CC837147  
Expires Mar. 04, 2000

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

By: Dana I. Pross  
Dana I. Pross