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EMPIRE CORPORATE KIT

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FROM: EMPIRE CORPORATE KIT COMPANY ACCT#: 072450003255
CONTACT: RAY STORMONT
PHONE: (305) 541-3694 FAX #: (305) 541-3770

NAME: EVERTECH, CORP.
AUDIT NUMBER.....H96000015337
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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EMPIRE CORPORATE KIT

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ARTICLES OF INCORPORATION
OF
Evertech, Corp.

⑤
H96000015337

The undersigned person, for the purpose of forming a corporation under the laws of the State of Florida, does hereby adopt the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: Evertech, Corp.

The effective date of the corporation shall be October 30, 1996

EFFECTIVE DATE
10-30-96

ARTICLE II DURATION

The duration of this corporation shall be perpetually or until dissolved by due process of law.

ARTICLE III PURPOSE AND POWERS

This corporation is organized for the transaction of any and all lawful business for which corporations may be incorporated under the laws of the State of Florida, as they may amend from time to time, and specifically but not in limitation thereof, the purpose of export and sales of computer equipment.

ARTICLE IV PRINCIPAL OFFICE

Principal place of business shall be:
7293 N.W. 12th Street
Miami, FL 33126

Mailing address of business shall be:
7293 N.W. 12th Street
Miami, FL 33126

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ARTICLE V INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Daniel P. Ehmke, CPA
621 S. Federal Hwy., Suite 9
Fort Lauderdale, FL 33301
(954) 525-6809

Daniel P. Ehmke, CPA
621 S. Fed. Hwy, Ste. 9
Ft. Lauderdale, Fl 33301
(954) 525-6609

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ARTICLE VI BOARD OF DIRECTORS

H96000015337

The Initial Board of Directors shall consist of one person who shall serve until his successor is qualified according to the bylaws, and whose name is:

Tomas Gorro
7293 N.W. 12th Street
Miami, FL 33126

ARTICLE VII INCORPORATOR

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

Daniel P. Ehmke, CPA
621 S. Federal Hwy., Suite 9
Fort Lauderdale, FL 33301

ARTICLE VIII CAPITAL STOCK

The authorized capital stock of the corporation shall be: 20,000

The number of Class "A" shares of common voting stock shall be 10,000 with a par value of \$ 1.00.

The number of Class "B" share of common non-voting stock shall be 10,000 with par value of \$ 1.00.

A) Capital stock may be issued in consideration for cash, real or personal property, services rendered, promissory notes, cancellation of debts, or any other thing of value to the corporation. The Board of Directors solely shall judge the value of the such property, services, right or thing acquired in exchange for capital stock.

B) The right to notice of and to vote at any meeting of the shareholders of the corporation shall be vested in the holders of Class "A" voting stock. All shares of class "A" stock shall have equal voting rights and one vote per share.

C) The Board of Directors shall have the sole authority to determine the declaration and payment of dividends.

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ARTICLE IX PREEMPTIVE RIGHTS

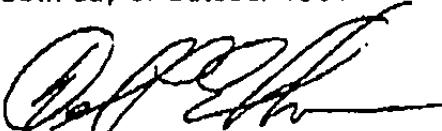
The Corporation may provide for preemptive rights of Stockholders pursuant to provisions of its By-Laws, but no preemptive rights shall exist unless specifically approved for inclusion in the By-Laws.

ARTICLE X OTHER PROVISIONS

- A) No contract or other transaction between the Corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the directors of the Corporation is or are interested in, or is a director or officer of such other corporation.
- B) Upon election of the Board of Directors by the Stockholders, such Board shall manage the business and affairs of the Corporation, without the need of further authorization from the Stockholders, except as provided by law, or otherwise herein.
- C) The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in a manner now or hereafter prescribed by law; and all rights conferred upon Stockholders herein are granted subject to that reservation.
- D) The Corporation shall indemnify all officers and directors of the corporation to the fullest extent permitted by law.

The undersigned has executed these Articles of Incorporation this

30th day of October 1996.



Daniel P. Ehmke, Incorporator

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

Pursuant to the provisions of Section 807.0501, 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: Evertech, Corp.
2. The name and address of the registered agent and office is:

Daniel P. Ehmke, CPA
621 S. Federal Hwy., Suite 9
Fort Lauderdale, FL 33301

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 hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Signature: 

Date: October 30, 1996

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FILED
FLORIDA
CORPORATION
DIVISION
OF
THE
ATTORNEY
GENERAL

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