

P96000092832

11/12/96

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

((H96000015962 9))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: ACE INDUSTRIES, INC.
CONTACT: LYNN FRIEDMAN
PHONE: (305)358-2571

ACCT#: 070744001530

FAX #: (305)358-7832

NAME: NETKEY SYSTEMS, INC.

AUDIT NUMBER.....H96000015962

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

CERT. COPIES.....1

PAGES..... 5

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

Menu: <Ctrl R-Shift>

2400 7E1

VT100

Online

296-517777
11/13/96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 13, 1996

ACE INDUSTRIES INC.

SUBJECT: NETKEY SYSTEMS, INC.
REF: W96000023990

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The required electronic filing cover sheet was not submitted with the document. Please resubmit the document with the electronic filing cover sheet.

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) 487-6878.

Terri Buckley
Corporate Specialist

FAX Aud. #: H96000015962
Letter Number: 396A00051756

H96-15962

**ARTICLES OF INCORPORATION
OF
NETKEY SYSTEMS, INC.**

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the creating a corporation under the laws of the State of Florida.

The name of this corporation shall be Netkey Systems, Inc. and the initial address of this corporation shall be 12946 SW 133 Ct, Miami, Fla. 33186

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the State of Florida and under the laws of the United States of America.

ARTICLE III

The capital stock authorized, the par value of thereof, and the characteristics of such stock shall be as follows:

Number of share Authorized	Par Value Per Share	Class of Stock
100	No Par	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

ARTICLE IV

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according the law.

The initial register office of this corporation shall be at 12946 SW 133 Ct Miami, Fla. 33186 with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at the address shall be Luis M. Fernandez.

PREPARED BY:
ace! INDUSTRIES, INC.
54 NW 11th Street
Miami, FL 33136
305-358-2571

FILED
95 NOV 13 PM 12:22
FALLS CHURCH, VA
SECRETARY OF STATE

H96-15962

H96-15962

ARTICLE VI

This corporation shall have a least One director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the stockholders.

ARTICLE VII

The name and address of the directors & Officers of the corporation who shall hold office for the first year or until their successor are duly executed and qualified shall be:

Director**Title**

Lala M. Fernandez
12946 SW 133 Ct
Miami, Fla 33186

President

ARTICLE VIII

The name and address of the incorporator is Lala M. Fernandez 12946 SW 133 Ct Miami, Fla 33186.

ARTICLE IX

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniary or otherwise interested in, or are directors of officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniary or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer or such other corporation, or not so interested.

H96-15962

H96-15962

ARTICLE X

The private property of the stockholders shall not be subject to payment of the corporate debts in any event.

ARTICLE XI

This corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by law either now or hereafter.

H96-15962

H96-15962

IN WITNESS WHEREOF, I, the undersigned, being the incorporators herein before named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto sign my name on this 5th day of November 1996.


Lala M. Fernandez

H96-15962


H96-15962

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

In compliance with the laws of Florida, the following is submitted:

First, That Netkey Systems, Inc., desiring to organize under the laws of the state of Florida, has named Luis M. Fernandez, 12946 SW 133 Ct. Miami, Fla 33186, County of Dade, State of Florida, as its statutory Registered Agent.

Having been named the statutory Registered Agent of the above corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open, and I accept the obligations of Section 607.323 F. S.


Luis M. Fernandez, Registered Agent
Dated This 5th day of November 1996

96 NOV 13 PM 12:20
FILED

H96-15962

P96000092832

LAZARUS CORPORATE INDUSTRIES, INC.
Requestor's Name

890 S.W. 87 AVENUE SUITE 10
Address

MIAMI, FLORIDA 33174 (305)552-5973
City/State/Zip Phone #

LOCAL REPRESENTATIVE TALLAHASSEE

41000012112494---7
-12/31/96--01077--011
*****35.00 *****35.00
Office Use Only

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

1. NETKEY SYSTEMS, INC.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☒ Walk in ☒ Pick up time _____
- ☐ Mail out ☐ Will wait ☐ Photocopy

- ☐ Certified Copy
☐ Certificate of State

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 checked="" 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

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

FILED
96 DEC 31 PM 2:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amendment
12/31/96
RECEIVED
96 DEC 31 AM 12:54
DIVISION OF CORPORATION

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
Netkey Systems, Inc.

FILED
96 DEC 31 PM 2:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment adopted:

THE NEW PRESIDENT, SECRETARY TREASURER AND SOLE DIRECTOR
SHALL BE:

Roberto Olivarez

-FINIS-

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

NONE

THIRD: The date of each amendment's adoption : December, 27, 1996

FOURTH: The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

Signed this 28 day of December, 1996.

Signature: _____

Roberto Olivares

By: Roberto Olivares, Pres. Sec/Treas., Director

Prepared By: Roberto Olivares
13373 SW 42 St.
Miami, Fla 33175