

P960000093322

Florida Department of State
Attn: Sharon Tala
409 E. Gains St.
Tallahassee, FL 32399

Mrs. Sharon Tala,

Enclosed find the original Articles of Incorporation for Data Base 3, Inc. Yesterday by overnight mail, you should have received a photocopied version of the Articles of Incorporation and a check for \$122.50. After we detected our error, I contacted your office and they placed a "Do not Return" message in the computer regarding our corporation and gave me your name to send the original Articles too. I greatly appreciate your time and effort in filing our corporation, if you have any questions please call me at (561) 223-1973.

Sincerely,

Leonard Mandrgoc
Leonard Mandrgoc

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Office Use Only

FROM	
V.I.P.S. INC	
3607 SE COBIA WAY	
STUART	FL 34997
L. Mandrgoc 907-223-1973	
TO	

FILED
96 NOV 13 AM 9:09
TALLAHASSEE, FLORIDA

Dmc 11/14/96

96-23774

ARTICLES OF INCORPORATION

DATA BASE 3, INC.

FILED

96 NOV 13 AM 9:09

TALLAHASSEE, FLORIDA

THE UNDERSIGNED, for the purpose of forming a corporation pursuant to Chapter 607, of the laws of the State of Florida, does hereby adopt the following Articles of Incorporation.

ARTICLE ONE

The name of the corporation shall be:

DATA BASE 3, INC.

ARTICLE TWO

This Corporation shall exist in perpetuity commencing on the date of the filing of these Articles of Incorporation by the Secretary of State.

ARTICLE THREE

The specific purpose for which this corporation is formed is to be engaged in every aspect and phase of the development, sale and manufacture of computer software and hardware, and, furthermore, engage in the transaction of any and all business permitted under the laws of the United States and the State of Florida.

ARTICLE FOUR

The aggregate number of shares which this corporation is authorized to issue shall be ONE MILLION. Such shares shall be of a single class and shall have a par value of ONE DOLLAR per share, which shall be designated "Common Shares".

ARTICLE FIVE

The holders of record of the Common Shares shall be entitled to cash dividends when and as declared by the Board of Directors in the resolution authorizing such cash dividends.

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.

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro rata share thereof, as nearly as may be done without the issuance of fractional shares, at the price at which it is offered to others.

ARTICLE SIX

The street address of the initial registered office of this corporation is:
3607 SE Cobia Way, Stuart, Florida 34997.

The name of the initial registered agent of this corporation is:
Leonard Mandrgoc.

The address of the corporation's principal office and mailing address is:
218 US Hwy. One, Suite 302, Tequesta, FL 33469.

ARTICLE SEVEN

The number of directors constituting the initial Board of Directors of this corporation shall be two. The number of directors may be increased or decreased from time to time by the By-Laws but shall never be less than one. The name and address of the persons who are to serve as members of the initial Board of Directors are:

Leonard Mandrgoc
3607 SE Cobia Way
Stuart, Florida 34997

Jack Mandrgoc
3607 SE Cobia Way
Stuart, Florida 34997

ARTICLE EIGHT

The name and address of the incorporator is:

Leonard Mandrgoc
3607 SE Cobia Way
Stuart, Florida 34997

ARTICLE NINE

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors and shareholders.

ARTICLE TEN

The affirmative vote of two-thirds of the shares of this corporation, represented at a meeting at which a quorum is present, shall be required to amend these Articles of Incorporation so as to increase or decrease the authorized number of shares, or change the designations, preferences, qualifications, limitations and restrictions; or to merge or consolidate the corporation with or into any other corporation; or to sell, lease or convey all or substantially all of the assets of the corporation, or voluntarily to dissolve, liquidate, or wind up its affairs.

ARTICLE ELEVEN

This corporation will indemnify any person who was or is a party or is threatened to be made a party to any suit or proceeding by reason of the fact that he is or was a director or officer of the corporation, against any and all expenses, judgments, and amounts paid in settlement incurred by him in connection with such action, suit or proceedings, except for an officer or director who is adjudged guilty of willful misfeasance or willful malfeasance in the performance of his duties.


LEONARD MANDRGOC



Minnie Katrina Wright
MY COMMISSION # CC580778 EXPIRES
August 28, 2000
BONDED THROUGH TROY FAIR INSURANCE, INC.

STATE OF FLORIDA)
)
COUNTY OF MARTIN)

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared **LEONARD MANDRGOC** who has produced his drivers license as identification, who did take an oath, and who is known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereto set my hand and affixed my official seal, this 7th day of November, 1996.

Minnie Katrina Wright
Notary Public
My commission expires: August 28, 2000



Minnie Katrina Wright
MY COMMISSION # CC580778 EXPIRES
August 28, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

ACCEPTANCE OF REGISTERED AGENT

I HEREBY CERTIFY that I am a permanent resident of Martin County, Florida, with the following address: 3607 SE Cobia Way, Stuart, FL 34997.

I hereby accept the foregoing designation of Registered Agent.

Dated at Stuart, Florida, on this 7th day of November, 1996.

Leonard Mandrgoc
LEONARD MANDRGOC