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TO: DIVISION OF CORPORATIONS

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

ACCT#: 070744001530

FAX #: (305)358-7832

NAME: PHKT COMPUTER SYSTEMS, INC.

AUDIT NUMBER.....H96000017450

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

CERT. OF STATUS..0

PAGES..... 2

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 16, 1996

ACE INDUSTRIES, INC.

SUBJECT: PEKT COMPUTER SYSTEMS, INC.
REF: W96000026231

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Letter Number: S96A00055753

DEC-16-96 MON 10:48

From : The Coconut Grover (385) 529-0022

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H96-17450

ARTICLES OF INCORPORATION

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE ONE

The name of the corporation is PHKT Computer Systems, Inc.

ARTICLE TWO

The duration of the corporation is perpetual.

ARTICLE THREE

The general purposes for which the corporation is organized are:

1. To engage in the business of sales, marketing, and consultation.
2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act.
3. To do such other things as are incidental to the foregoing or necessary, or desirable, in order to accomplish the foregoing.

ARTICLE FOUR

The aggregate number of shares which the corporation is authorized to issue is 100. Such shares shall be of a single class, and shall have a par value of ten cents (\$0.10) per share.

ARTICLE FIVE

The street address of the initial registered office of the corporation is 7452 N.W. 8th Street, Miami FL 33126, and the name of its initial registered agent is John F. Carpenter. The principal address of the corporation will be at 7452 N.W. 8th Street, Miami FL 33126.

I am familiar with and hereby accept the duties and responsibilities as registered agent for said corporation.


John F. Carpenter

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

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DEC-16-96 MON 10:47

From : The Coconut Grover (305) 529-0022

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ARTICLE SIX

The number of directors constituting the Initial Board of Directors of the corporation is one (1). The name and address of each person who is to serve as a member of the Initial Board of Directors is:

John F. Carpenter 7452 N.W. 8th Street, Miami FL 33126

ARTICLE SEVEN

The name and address of each incorporator is:

John F. Carpenter, 7452 N.W. 8th Street, Miami FL 33126.

Executed by the undersigned at Miami, Florida on August 9, 1996

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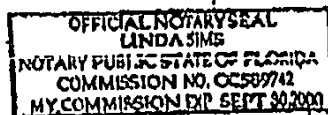

John F. Carpenter

STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared John F. Carpenter, to me well known and known to me to be the individual described herein, and who executed the foregoing Certificate of Incorporation, and who acknowledged before me that the same was executed for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affirmed my hand and Official Seal, at Miami, Dade County, Florida, this Dec 10, 1996.




Notary Public State of Florida at Large

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