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305-860-8544

LANTON R JACKSON ATTY

2043 GATWAY ST

MIAMI BEACH, FL 33133

Office Use Only

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

1. _____ (Corporation Name) (Document #) 100002102991--2
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2. The Premisys Group, Inc. (Corporation Name) (Document #)
3. _____ (Corporation Name) (Document #)
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<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input 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
97 MAR -4 PM 12:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dmc 3/10/97

ARTICLES OF INCORPORATION
OF
THE PREMISYS GROUP, INC.

FILED
97 MAR -4 PM 12:03
SEC. OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be THE PREMISYS GROUP, INC.

ARTICLE II

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III

The aggregate number of shares that the corporation shall have authority to issue and have outstanding at any one time is:

- A. TEN MILLION shares of common stock.
- B. TWO MILLION shares of preferred stock.

The board of directors of the corporation shall have the authority to divide the preferred stock into as many series as it shall from time to time determine. The board of directors shall determine the number of shares comprising each series of preferred stock, which number may, unless otherwise provided by the board of directors in creating such series, be increased from time to time by action of the board of directors. Each series of preferred stock shall be so designated as to distinguish such series from the shares of each other series. All series of preferred stock shall be of equal rank and have the same powers, preferences and rights, and shall be subject to the same qualifications, limitations and restrictions, without distinction between the shares of different series thereof; provided, however, that there may be variations among different series of preferred stock as to dividend rates, prices, terms, conditions of redemption, if any, liquidation rights, and terms and

conditions of conversion, if any, which variations may be fixed and determined by the board of directors in their discretion.

ARTICLE IV

No shareholder shall have the preferential or preemptive right to subscribe for or to purchase any shares of any class, any rights, warrants, or options with respect thereto, or any obligation convertible into or exchangeable for any such shares or other securities whether out of unissued shares or other securities or out of shares or other securities acquired by the corporation after the issue thereof, regardless of the consideration therefor.

ARTICLE V

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VI

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this corporation.

ARTICLE VII

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE VIII

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of ONE directors whose name and addresses are as follows:

LAWTON R. JACKSON
2643 NATOMA STREET
COCONUT GROVE, FLORIDA 33133

ARTICLE IX

The initial registered agent of the corporation is LAWTON R. JACKSON. The street address of the corporation's initial registered office is 2643 NATOMA STREET COCONUT GROVE, FLORIDA 33133.

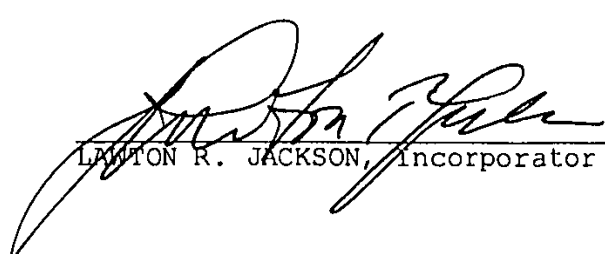
ARTICLE X

The principal place of business and mailing address of this corporation shall be: PRINCIPAL PLACE OF BUSINESS IS 2643 NATOMA STREET COCONUT GROVE, FLORIDA 33133; MAILING ADDRESS IS P.O.BOX 330906 COCONUT GROVE, FLORIDA 33233-0906.

ARTICLE XI

The name and address of the incorporator to these Article of Incorporation is LAWTON R. JACKSON P.O. BOX 330906 COCONUT GROVE, FLORIDA 33233-0906.

The undersigned incorporator has executed these Articles of Incorporation this 28TH day of FEBRUARY, 1997.



LAWTON R. JACKSON, incorporator

CONSENT TO SERVE AS REGISTERED AGENT
FOR
THE PREMISYS GROUP, INC.

FILED

97 MAR -4 PM 12:03

SEC. OF STATE
TALLAHASSEE, FLORIDA

Having been named in the state of Florida as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Date: FEBRUARY 28TH, 1997



LAWTON R. JACKSON