

RICHARD J. FEINBERG
ATTORNEY AT LAW

March 1, 1997

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: Hi-Tech Systems, Inc.

Dear Sirs:

We have reserved the aforementioned name and previously forwarded our firm's check in the amount of \$35.00 via U. S. mail for said purpose. Enclosed please find the original articles of incorporation for the aforementioned company along with my firm's check in the amount of \$122.50 to cover the Secretary of State's corporate filing fee.

Please forward a certified copy of the articles of incorporation to me in the stamped, addressed envelope provided at your earliest possible convenience.

I would appreciate your expediting this matter as much as possible.

Sincerely,


Richard J. Feinberg

RJF/dlf

Enclosure

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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**ARTICLES OF INCORPORATION
OF
HI-TECH SYSTEMS, INC.**

**ARTICLE I
NAME**

The name of this corporation is Hi-Tech Systems, Inc.

**ARTICLE II
DURATION**

This corporation has perpetual existence unless otherwise specified in the Articles of Incorporation.

**ARTICLE III
CORPORATION PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the State of Florida, and more specifically the business of providing business and computer consultation.

**ARTICLE IV
CAPITAL STOCK**

This corporation is authorized to issue One Hundred (100) shares of common stock, with a par value of One Dollar (\$1.00) per share.

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 2139 University Drive, Suite 171, Coral Springs, Florida 33071 and the name of the initial Registered Agent of this corporation is LAWRENCE HIRSCH, 2139 University Drive, Suite 171, Coral Springs, Florida 33071.

**ARTICLE VI
INITIAL BOARD OF DIRECTORS**

This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time by the Bylaws, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

LAWRENCE HIRSCH, 2139 University Drive, Suite 171, Coral Springs, FL 33071
PHYLLIS HIRSCH, 2139 University Drive, Suite 171, Coral Springs, FL 33071

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ARTICLE VII
BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE VIII
RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amount set next to their names:

| | |
|-----------------|-----------|
| LAWRENCE HIRSCH | 50 shares |
| PHYLLIS HIRSCH | 50 shares |

Shares held by the initial Shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining Shareholders, or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by a written agreement among all of the Shareholders and this corporation.

ARTICLE IX
CUMULATIVE VOTING

At each election for Directors, every Shareholder entitled to vote at each election shall have the right to cumulate his votes by giving one candidate as many votes as the number of Directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE X
CALLING FOR SPECIAL MEETINGS

Special meetings of the Shareholders may be called by not less than one tenth (1/10) of the shares entitled to vote.

ARTICLE XI
APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the Shareholder of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XII
RIGHT OF SHAREHOLDERS TO DISSENT

The Shareholders of this corporation shall have the right to dissent from any corporate actions from which Shareholders are entitled to dissent under the Florida General Corporation Act, even though on the date fixed to determine the Shareholders entitled to vote on such corporation actions the shares of this corporation were registered on a national securities exchange or held of record by not less than two thousand (2,000) Shareholders.

ARTICLE XIII
INITIAL PRINCIPAL CORPORATE OFFICE AND ADDRESS

The initial corporation's principal office shall be located at 2139 University Drive, Suite 171, Coral Springs, Florida 33071, and the initial mailing address of the corporation shall be 2139 University Drive, Suite 171, Coral Springs, Florida 33071.

ARTICLE XIV
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE XV
INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE XVI
INCORPORATORS

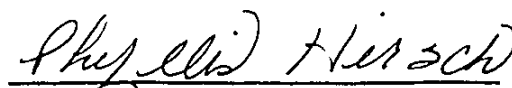
The initial subscribers to this corporation are LAWRENCE HIRSCH and PHYLLIS HIRSCH. Lawrence Hirsch shall serve as President and Secretary. Phyllis Hirsch shall serve as Vice President and Treasurer.

ARTICLE XVII
HEALTH INSURANCE

The Corporation shall either provide and/or pay for medical health insurance for all officers of the Corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this the 7th day of MARCH 1997.


LAWRENCE HIRSCH


PHYLLIS HIRSCH

STATE OF FLORIDA)
) SS
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, authorized to take acknowledgments, personally appeared, Heinz E. Jaeger and _____, to me known, and acknowledged before me that he/she executed the foregoing as his/her act and deed.

SWORN TO AND SUBSCRIBED before me this 05 day of MARCH 1997.



HEINZ EGBERT JAEGER
My Commission CC835083
Expires Feb. 25, 2000

Heinz E. Jaeger
NOTARY PUBLIC
Heinz E. Jaeger
PRINTED NAME

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for HI-TECH SYSTEMS, INC., a Florida corporation, located at 2139 University Drive, Suite 171, Coral Springs, Florida 33071, I hereby accept to act in this capacity and agree to comply with the provisions of the Florida Statute relative to keeping open said office for service of process.

Lawrence Hirsch
LAWRENCE HIRSCH

STATE OF FLORIDA)
) SS
COUNTY OF BROWARD)



HEINZ EGBERT JAEGER
My Commission CC835083
Expires Feb. 25, 2000

BEFORE ME, the undersigned authority, personally appeared LAWRENCE HIRSCH, to me known, and known to me to be the person who executed the foregoing Acceptance by Registered Agent, and he acknowledged to and before me, according to law, that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this the 05 day of MARCH 1997.



HEINZ EGBERT JAEGER
My Commission CC835083
Expires Feb. 25, 2000

Heinz E. Jaeger
NOTARY PUBLIC
Heinz E. Jaeger
PRINTED NAME

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CLERK OF STATE
TALLAHASSEE, FLORIDA