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Charter Number Only

3/25/97

Mort

Mort Braverman

Requestor's Name
2450 NE Miami Gardens Dr.
Address
Aventura, FL 33180

City

State

ZIP

Phone

#945-0986

VALIDATION ONLY

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CORPORATION(S) NAME

Ptolemy Solutions, Inc.



Empire Toll Free: 1-800-432-3028

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| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reinstatement | | |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input type="checkbox"/> Pick Up |
| | | <input type="checkbox"/> Mail Out |

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W.P. Verifier

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ARTICLES OF INCORPORATION

OF

PTOLEMY SOLUTIONS, INC.

The undersigned, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of Chapter 607 of the Florida Statutes, hereby subscribe to these Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation is:

PTOLEMY SOLUTIONS, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence, commencing at the time of filing these Articles of Incorporation.

ARTICLE III - PURPOSE

The general nature of the business to be transacted by the corporation is as follows:

1. To manufacture, purchase or otherwise acquire, and to own and mortgage, pledge, sell, assign and transfer or otherwise dispose of, and to invent, trade, deal in and with goods, wares, merchandise and other personal and real property of every class description whatsoever.

2. To buy, sell, manufacture, repair, alter and exchange, let or hire, export and deal in all kinds of articles and things which may be required for the purposes of any of the said businesses, or commonly supplied or dealt in by persons engaged in any such businesses, or which may be capable of being profitably dealt with in connection with any of the said businesses.

3. To guarantee, acquire by purchase, subscription or otherwise hold for investment or otherwise sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation of the state of Florida, or any other state or government, domestic or foreign; and while the owner of any such stocks, bonds, securities, or evidences of indebtedness, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon for any and all purposes; to aid by loan, subsidy, guaranty or in any other manner whatsoever so far as the same may be permitted in the case of corporations organized under the laws of the State of Florida, any corporation whose stocks, bonds, securities or other obligations; and to do all and any such acts or things designed to accomplish any such purposes.

4. To acquire, hold, own, dispose of and generally deal in grants, concessions, franchises, and contracts of every kind, to cause to be formed, to promote and to aid in any way in the formation of any corporation, domestic or foreign.

5. To act as financial, business and purchasing agent for domestic and foreign corporations, individuals, partnerships, associations, state governments and other bodies.

6. To acquire in any manner, utilize, enjoy, hold, sell, assign, lease, mortgage or otherwise dispose of letters patent of the United States or any foreign country, patents, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names of pending applications therefor, relating to or useful in connection with any business of the corporation or any other corporation in which this corporation may have an interest as a stockholder or otherwise.

7. To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose of its incorporation, to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness payable at a specified event or events, secured or unsecured, from time to time, for monies borrowed or in payment for property acquired, or for any of the objects of the business of the corporation; to secure the same by mortgage or mortgages, or deed or deeds of trust, or pledge or other lien upon any or all the property rights, privileges or franchises of the corporation, wheresoever situate, acquired or to be acquired; and to confer upon the holders of any debentures, bonds or other evidences of indebtedness of the corporation, secured or unsecured, the right to convert the principal thereof into any preferred or common stock of

the corporation, as now or hereafter authorized upon such terms and conditions as shall be fixed by the Board of Directors; to sell, pledge, or otherwise dispose of any or all debentures or other bonds, notes and other obligations in such manner and upon such terms as the Board of Directors may deem judicious, subject, however, to the provisions of Article IV hereof.

9. To acquire by purchase, subscription or otherwise, and to own, hold, sell, vote, and handle shares of stock in other corporations.

10. To have one or more offices, conduct its business and promote the object within and without the State of Florida, in other states, the District of Colombia, the territories, possessions and dependencies of the United States, and in foreign countries, without restrictions as to place or amount.

12. To do all and everything necessary and proper for the accomplishment of any of the purposes or the attainment of any of the objects, or the furtherance of any of the powers enumerated in these Articles of Incorporation or any amendment hereof, necessary or incidental to the protection and benefit of the corporation, as principal agent, director, trustee or otherwise; and, in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful business necessary or incidental to the accomplishment of the purposes or the attainment of the objects, or the furtherance or such purposes or objects of the corporation, whether or not such business is similar in nature to the purposes and objects as set forth in these Articles of

Incorporation or any amendment hereof.

Further, and not by way of limitation, the corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

The foregoing paragraphs shall be construed and enumerated both as objects and powers of the corporation, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

ARTICLES IV - CAPITAL STOCK

This corporation is authorized to issue 500 shares of \$1.00 par value common stock, which shall be designated "Common Shares"

Such stock may be issued by the Board of Directors, and such consideration as in the opinion of the Board of Directors is equivalent to the par value thereof, and said stock may be paid for in money, property, labor or services at a just valuation to be fixed by the Board of Directors or issued as partly paid when so ordered by the Board of Directors; and any and all such shares, so issued, shall be deemed fully paid stock, and not liable to any further call or assessment thereon, and the holder of such shares shall not be liable for any further payment thereon.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and initial principal office of this corporation is 10401 W. Broward Boulevard, #204, Plantation, Florida, 33324, and the name of the initial registered agent of this corporation at that address is DANIEL SILVERMAN.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) incorporator and director initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The name and address of the initial incorporator and director of this corporation is:

DANIEL SILVERMAN
10401 W. BROWARD BOULEVARD
#204
PLANTATION, FLORIDA 33324

ARTICLE VIII - CUMULATIVE VOTING

At each election for directors every shareholder entitled to vote at such 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 IX - SHAREHOLDER QUORUM AND VOTING

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE X - INDEMNIFICATION

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

ARTICLE XI - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscriber/incorporator
has executed these Articles of Incorporation this 25th day of
March, 1997.

~~DANIEL SILVERMAN~~

STATE OF FLORIDA)
COUNTY OF DADE } SS:

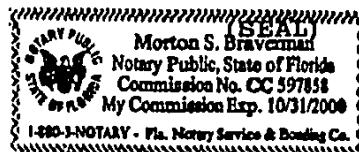
BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared DANIEL SILVERMAN, personally known to me (or who produced _____ as identification) to be the person who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid this 25 day of March, 1997.

~~NOTARY PUBLIC State of Florida~~

My commission expires:

ACCEPTANCE



I hereby accept designation as Registered Agent of the above
named corporation.

~~DANIEL SILVERMAN
Registered Agent~~

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