

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME

FIRM

ADDRESS

PHONE ()

Service: Top Priority Regular

One Day Service Two Day Service

To us via Return via

Matter No.: Express Mail No.

State Fee \$ Our \$

of

RE: Onyx Systems, Inc

FEE. BURSED

Art. of Amend. File

Art. of Inc. File

Corp. Record Search

Ltr. Partnership File

Foreign Corp. File

(-) Cert. Copy(s) photo

Art. of Amend. File

Dissolution/Withdrawal

C U S -

Fictitious Name File

Name Reservation

Annual Report/Reinstatement

Reg. Agent Service

Document Filing

Corporate Kit

Vehicle Search

Driving Record

Document Retrieval

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

File No.'s, Copies

Courier Service

Shipping/Handling

Phone ()

Top Priority

Express Mail Prep.

FAX () pgs.

SUBTOTALS

FEE.....

DISBURSED.....

SURCHARGE.....

TAX on corporate supplies.....

SUBTOTAL.....

PREPAID.....

BALANCE DUE.....

REQUEST TAKEN CONFIRMED APPROVED

DATE 5/19/97

TIME 9:30 CK No.

BY CJB

WALK-IN

Will Pick Up

Please remit invoice number with payment

TERMS: NET 10 DAYS FROM INVOICE DATE

1 1/2% per month on Past Due Amounts

Past 30 Days, 16% per Annum.

THANK YOU

from

Your Capital Connection

**ARTICLES OF INCORPORATION
OF
ONYX SYSTEMS, INC.**

FILED
97 MAY -7 PM 12:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the Florida General Corporation Act, ONYX SYSTEMS, INC., adopts the following Articles of Incorporation:

**ARTICLE ONE
NAME**

The name of this corporation is ONYX SYSTEMS, INC., ("Corporation").

**ARTICLE TWO
DURATION**

The period of duration for this Corporation is perpetual.

**ARTICLE THREE
PURPOSE**

The purpose is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE FOUR
CAPITAL STOCK**

The Corporation is authorized to issue Five Hundred Thousand (500,000) shares of common stock class, with a One Dollar (\$1.00) par value for each share.

**ARTICLE FIVE
INITIAL REGISTERED OFFICE AND AGENT**

The name and address of the registered agent are as follows:

Jacinta M. Mathis, Esquire
Mathis Law Firm, P. A.
Studio Plaza Building
5979 Vineland Road, Suite 216
Orlando, Florida 32819

**ARTICLE SIX
PRINCIPAL PLACE OF BUSINESS**

The principal office of the Corporation is:

5979 Vineland Road, Suite 216
Orlando, Florida 32819

**ARTICLE SEVEN
INITIAL BOARD OF DIRECTORS**

This Corporation shall have four (4) directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the Corporation in the manner provided by law, but the number of directors shall never be less than one (1).

The names and addresses of the initial directors of this Corporation are:

Dale O. Clark
2434 Lielasus Drive
Orlando, Florida 32835

Harold Goodman
972 Richard Lane
Danville, California 94526

Errol McDaniel
Post Office Box 143
El Cerrito, California 94530

Jerome Nedd
Post Office Box 1267
Raleigh, NC 27602

**ARTICLE EIGHT
INCORPORATORS**

The name and address of the Incorporator signing these Articles of Incorporation is:

Jacinta M. Mathis, Esquire
Mathis Law Firm, P. A.
Studio Plaza Building
5979 Vineland Road, Suite 300
Orlando, Florida 32819

**ARTICLE NINE
NON-RESIDENT DIRECTORS**

Directors need not be residents of the State of Florida.

**ARTICLE TEN
DIRECTORS' AUTHORITY TO FIX COMPENSATION**

Directors shall have authority to fix the compensation of the officers of this Corporation.

**ARTICLE ELEVEN
AMENDMENT OF ARTICLES**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto. The power to adopt, amend or repeal the Articles of Incorporation of this Corporation shall be vested in the Board of Directors and upon a majority vote of the directors.

**ARTICLE TWELVE
INDEMNIFICATION**

The Corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for in the bylaws of this Corporation.

**ARTICLE THIRTEEN
SHAREHOLDERS 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 votes 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 FOURTEEN
REMOVAL OF DIRECTORS**

At a meeting of shareholders called expressly for that purpose, any one director, or the entire board of directors, may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of directors.

**ARTICLE FIFTEEN
INFORMAL ACTION OF DIRECTORS**

If all of the directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the written evidence of their consent is filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.


**ARTICLE SIXTEEN
RESTRICTIONS ON TRANSFER OF STOCK**

Restrictions on the sale or transfer of the stock of this Corporation may be set forth in a buy-sell agreement.

**ARTICLE SEVENTEEN
HEADING AND CAPTIONS**

The headings or captions of these Articles of Incorporation are inserted for convenience. They shall not have any force or effect and the interpretation of the various Articles shall not be influenced by the language of the headings or captions.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 6th day of May 1997.


Jacinta M. Mathis, Esquire
Incorporator

STATE OF FLORIDA)
COUNTY OF ORANGE)

BEFORE ME, the undersigned authority, personally appeared Jacinta M. Mathis, Esquire, to be known to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged to before me that they executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 6th day of May 1997.


NOTARY PUBLIC
My Commission Expires:

SANDRA A. CARNELL
COMMISSION # CC384256 EXPIRES
August 5, 1998
BONDED THROUGH FARM INSURANCE, INC.



SANDRA A. CARNELL
MY COMMISSION # CC384256 EXPIRES
August 5, 1998
BONDED THROUGH FARM INSURANCE, INC.


**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**

ONYX SYSTEMS, INC., (the "Corporation") desiring to organize as a domestic Corporation or qualify under the laws of the State of Florida has named and designated Jacinta Mathis as its registered agent to accept service of process within the State of Florida with its registered office at Studio Plaza Building, 5979 Vineland Road, Suite 216, Orlando, Florida 32819.

ACKNOWLEDGMENT

Having been named Registered Agent for the Corporation at the place designed in this Certificate, I agree to act in this capacity; and I am familiar with and accept the obligations of Section 607.0505, Florida Statutes, as the same may apply to the Corporation; and I further agree to comply with the statutes, all as the same may apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

Dated this 6th day of May 1997.


Jacinta M. Mathis, Esquire
Registered Agent

FILED
97 MAY -7 PM 12:55
STATE OF FLORIDA
TALLAHASSEE COUNTY