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ANNÉ DESORMIER-CARTWRIGHT
ATTORNEY AT LAW

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33410

11380 Prosperity Farms Road
Suite 209B
Palm Beach Gardens, FL

TELEPHONE: 561-694-7827

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July 8, 1997

EFFECTIVE DATE
7-1-97

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32301

000002234140--8
-07/09/97--01097--004
****122.50 ****122.50

RE: Simplified Technologies Corporation

Gentlemen:

Enclosed please find one executed original and one executed copy of the Articles of Incorporation for the captioned corporation, and Registered Agent form. Additionally enclosed is Anné Desormier-Cartwright's Trust Account check number 0103 for \$122.50 to cover the filing fee.

Please process and return the certified copy of the Articles of Incorporation at your earliest convenience.

Thank you for your assistance.

Respectfully yours,

Anné Desormier-Cartwright
Anné Desormier-Cartwright

FILED
97 JUL -9 AM 11: 01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

enclosures

cc: STC

Anné GAVE
AUTHORIZATION BY PHONE TO
CORRECT Effective Date July 1
DATE 7/10/97 R.A. address
COC. EXAM. me

me 7/10/97

EFFECTIVE DATE

7-1-97

FILED

ARTICLES OF INCORPORATION 97 JUL -9 AM 11: 01
OF

SIMPLIFIED TECHNOLOGIES CORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of this corporation is Simplified Technologies Corporation.

ARTICLE II - DURATION

The duration of this corporation is perpetual.

ARTICLE II - EFFECTIVE DATE AND DURATION

The effective date of this corporation shall be July 1, 1997 and the duration of this corporation is perpetual.

ARTICLE III - PURPOSE

The purpose of this corporation is to transact any or all lawful activity or business permitted under the laws of the United States and Florida.

ARTICLE IV - STOCK

The aggregate number of shares which this corporation shall have authority to issue is 10,000 shares of Common Stock at \$.10 par value per share. Fully-paid stock of this corporation shall not be liable to any further call or assessment. The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time, to the extent of the par value of such shares, and the excess, if any, of consideration received for such shares shall constitute capital surplus.

ARTICLE V - AUTHORITY TO ISSUE WARRANTS

The corporation is hereby expressly authorized and empowered, by resolution of its Board of Directors, to create and issue,

whether or not in connection with the issue and sale of any shares or other securities of the corporation, rights or options entitling the holders or owners thereof to purchase or acquire from the corporation any shares of any class or series of other securities, whether now or hereafter authorized. These rights or options shall be evidenced by or in such warrants or other instruments as shall be approved by the Board of Directors. The terms upon which the rights or options may be exercised, may be limited or unlimited in duration, and the price or prices at which, any such shares or other securities may be purchased or acquired from the corporation upon the exercise of any such rights or options shall be such as shall be fixed in a resolution or resolutions adopted by the Board of Directors providing for the creation and issue of such rights or options, and set forth or incorporated by reference in the warrants or other instruments evidencing such rights or options, and as shall be permitted by law. The Board of Directors is hereby authorized and empowered to authorize the creation and issue of any such right or options and any such warrants or other instruments from time to time. Any and all shares which may be purchased or acquired or issued upon the exercise of any such right or option shall be deemed fully paid and not liable to any further call or assessment, or partly paid or liable to further call or assessment, as the terms of the warrants or other instruments evidencing such rights or options shall provide. Except as otherwise provided by law, the Board of Directors shall have full power and discretion to prescribe and regulate from time to time the procedure to be followed in, and all other matters concerning, the creation, issue, and exercise of any such rights and options and such warrants or other instruments, and the setting aside of shares or other securities for the purpose thereof, and the issuance of such shares or other securities upon the exercise thereof.

ARTICLE VI - AMENDMENT

These Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a shareholders meeting called for that purpose.

ARTICLE VII - PRINCIPAL PLACE OF BUSINESS, INITIAL OFFICE AND AGENT

The street address of this corporation's initial office in Florida is 1730 South Federal Highway, Suite 335, Delray Beach, Palm Beach County, Florida, and the name and address of its initial registered agent is Anné' Desormier-Cartwright, 11380 Prosperity Farms Road, Suite 209B, Palm Beach Gardens, Florida 33410. The principal place of business shall also be at the Delray Beach address.

ARTICLE VIII - DIRECTORS

The number of directors constituting the initial Board of Directors of this corporation is two (2). The names and addresses of persons who are to serve as directors until the first annual meeting of shareholders, or until his/her or their successors are elected and qualified, (is) are:

<u>Name</u>	<u>Address</u>
Robert Chester Hinote, II	1730 S. Federal Highway, Suite 335 Delray Beach, Florida 33483
And	
Luis Marino Tapanes	1730 S. Federal Highway, Suite 335 Delray Beach, Florida 33483.

ARTICLE IX - INCORPORATOR

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Robert Chester Hinote, II	1730 S. Federal Highway, Suite 335 Delray Beach, Florida 33483

ARTICLE X - COMMON DIRECTORS

TRANSACTIONS BETWEEN CORPORATIONS

No contract or other transaction between this corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors are directors or officers or are financially interested, shall either be void or voidable because of such relationship or interest, or because such director or directors are present at the meeting of the Board of Directors, or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or because his or their votes are counted for such purpose if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested director; or (b) the fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or (c) the contract is fair and reasonable to the corporation. Such contracts or transactions shall include, but not be limited to, the payment of salaries or other compensation

pursuant to agreement or duly ratified minutes or bylaws of the corporation.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves, or ratifies such contract or transactions.

ARTICLE XI - CONTROL-SHARE ACQUISITIONS

This corporation elects not to be subject to the provisions of Section 607.0902, Florida Statutes, regarding control-share acquisitions.

ARTICLE XII - INDEMNIFICATION

Subject to the qualifications contained in Section 607.0850, Florida Statutes, the corporation shall indemnify its officers and directors and former officers and directors against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement arising out of his or her services as an officer or director of the corporation.

ARTICLE XIII - BYLAWS

The Bylaws of the corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Board of Directors or by the affirmative vote of a majority of shareholders at any meeting thereof.

DATED THIS 27 day of June, 1997.



Robert Chester Hinote, II
Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 27 day of June, 1997, by Robert Chester Hinote, II who is personally known to me or has produced _____ as identification and [did/did not] take an oath.



SARAH WEIGLE
My Commission CC33827D
Expires Dec. 27, 1997
Bonded by HAI
800-422-1858



Notary Public
My Commission Expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED

In compliance with the Florida Statutes, the following is submitted:

SIMPLIFIED TECHNOLOGIES CORPORATION, a Florida Corporation, desiring to organize under the laws of the State of Florida, with its principal place of business as indicated in the foregoing Articles of Incorporation, State of Florida, has named

<u>Agent</u>	<u>Address</u>
ANNE' DESORMIER-CARTWRIGHT	11380 PROSPERITY FARMS ROAD, SUITE 209B PALM BEACH GARDENS, FL 33410

as its agent to accept service of process within Florida, and as its Statutory Registered Agent.

ACKNOWLEDGMENT AND ACCEPTANCE

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATE: June 26, 1997

Anne' Desormier-Cartwright

ANNE' DESORMIER-CARTWRIGHT
Registered Agent

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 26th day of June, 1997 by ANNE' DESORMIER-CARTWRIGHT, who is personally known to me ~~on his produced~~ as identification and (did) take an oath.

Patricia Woods Mertz

Notary Public
My Commission Expires

C:\...INCORPTN.ART



Patricia Woods Mertz
MY COMMISSION # CC671483 Expires
July 27, 2000
BONDED THROUGH FAIR INCURABLE

FILED
JUL - 9 AM 11:02
SECRETARY OF STATE
TALLAHASSEE
FLORIDA