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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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FROM: FAS-T CORP. AGENTS, INC.
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NAME: FOX TECHNICAL GROUP, INC.
AUDIT NUMBER.....H97000012424
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**ARTICLES OF INCORPORATION
OF
FOX TECHNICAL GROUP, INC.**

I, the undersigned incorporator of this corporation under Florida Statute 607, as amended, adopt the following Articles of Incorporation.

ARTICLE I - CORPORATE NAME

NAME

The name of this corporation shall be: **FOX TECHNICAL GROUP, INC.**

The principal place of business of this corporation shall be:
1021 NE 142nd Street
North Miami, Florida 33181-3315

ARTICLE II NATURE OF BUSINESS

The general nature of the business and the objects and purposes proposed to be transacted and carried on by and powers of this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, via:

To plan, develop, write, improve upon, modify, compile or otherwise create software and software applications for use by individuals, groups and/or other corporations, either within the state of Florida and United States and in foreign countries, and any interest therein, necessary or convenient for the purpose herein expressed.

To purchase, lease, or otherwise acquire, own, hold, use, build, construct, assemble, obtain, equip, license, manage and operate, sell, franchise lease, rent, or otherwise dispose of computer software and/or hardware to individuals, groups and/or other corporations, either within the United States and in foreign countries, and any interest therein, necessary or convenient for the purpose herein expressed.

To provide or cause to provide computing services, training, computers, computer parts, accessories and computer software to individuals, groups and/or other corporations, associations, Federal, State or Local Governments or its agents.

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.

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

To generate, design, layout, produce, manufacture, fabricate or otherwise create "camera ready" originals and or reproductions of charts, maps, graphs, slides, manuscripts, layouts, illustrations, drawings, representations, forms, labels or other such artwork so contracted to deliver.

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 time or times, or payable

Prepared by:

Anthony L. Jackson CPA
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Miami, FL 33131 (305) 374-1574

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upon the happening of a specified event or events, secured or unsecured, from time to time, for moneys borrowed, or in payment for personal property acquired, or for any of the other objects or purposes of the corporation or for any objects of its business; 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 III hereof.

To Manufacture, purchase, or acquire in any lawful manner and to hold, own, mortgage, pledge, sell, transfer, or in any manner dispose of, and to deal, sell and trade in goods, wares, merchandise, supplies, materials, trademarks, patents, copyrights, and other articles as shall be necessary or incidental to such business.

To apply for, purchase, or in any manner acquire, and hold, own use and operate, and to sell or in any manner dispose of, and to grant license or other rights in respects of, and in any manner deal with, any and all rights, inventions, improvements, and processes used in connection with or secured under corporate trademark, letters, patent, or copyrights of the United State or other countries, or otherwise, and to work, operate, or develop the same, and to manufacture and sell products under corporate trademark, letters, patent or copyrights, grant or user license to do the same, and to carry on any business, manufacturing, or otherwise, which may directly or indirectly effectuate these objects or any of them.

To carry on the business of import and export of computer hardware and or software for all foreign and domestic markets, to export from and import into the United States, its territories and possessions and any and all foreign countries, as principal or agent, and to act as brokers, commissioners, factors franchisers, franchisees, and agents for the buyers and sellers, both foreign and domestic, merchandise related to and involved with the computer industry and other related industries, and to sell, purchase, and deal in with merchandise related to and involved with the computer industry and other related industries.

To enter into, make and perform contracts of every kind with any person, firm, association, partnership, syndicate, entity, or corporation, domestic or foreign, municipality, body politic, county, territory, state, government, or colony or dependency thereof, domestic or foreign.

To have offices, conduct its business, and promote its objects within and without the State of Florida, in other states, the District of Columbia, the territories and colonies of the United States, and in foreign countries, without restrictions as to place or amount except as to where and how have stipulated by law.

In general, to carry on any other business or enterprise and exercise all or any of the corporation organized under Chapter 607, Florida Statutes, as amended, not forbidden by the laws of the State of Florida.

And further, to do and perform and cause to be done or performed each, any, and all of the acts and things above enumerated, or otherwise granted or permitted by law, and any and all other acts and things insofar as the same may be incidental to or included in any or all of the general powers given, and;

To do all acts and things and conduct and carry on all business and enterprises to the same extent as any natural person which is not specifically prohibited by the laws of the State of Florida, United States of America, any rule or regulation promulgated thereunder.

ARTICLE III - CAPITAL STOCK

The corporation is authorized to issue five thousand shares (5000) of One Dollar (\$1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE IV - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V - OFFICERS DIRECTORS

The name and street address of the initial officer and director, who shall hold office the first year of the corporation's existence or until his successor is elected is:

GEORGE E. WILSON
1021 NE 142ND STREET
NORTH MIAMI, FLORIDA 33161-3315

ARTICLE VII - INCORPORATOR

The names and address of the incorporator to this article of incorporation is

GEORGE E. WILSON
1021 NE 142ND STREET
NORTH MIAMI, FLORIDA 33161-3315

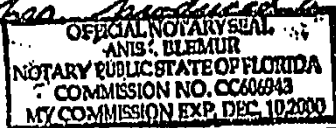
IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 18TH day of JULY, 1997

Signature of Incorporator

George E. Wilson

State of Florida
County of Dade

The foregoing instrument was acknowledged this 21st
day of JULY 1997 by George E. Wilson
individually and as the President/CEO of the
Company. He/She is personally known to me or
has produced a driver's license as identification



DL# N 42530540262

Notary's Commission Expires

Anis Blemur

Notary's Signature

ANIS BLEMUR

Notary's Printed name
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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/agent, in the State of Florida.

1. The name of the corporation:

FOX TECHNICAL GROUP, INC.

2. The name and address of the registered agent and office is:

GEORGE E. WILSON
1021 NE 142nd STREET
NORTH MIAMI, FLORIDA 33161-3315

SIGNATURE

George E. Wilson

TITLE: President/CEO

DATE: 18 July 1997

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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE

George E. Wilson

DATE

18 July 1997

Sworn to and subscribed before me this 21st day of July, 1997.

Produced Identification: Driver's License #: DL #: W 425 305 40262

Notary Public: Anis Blemur
State of Florida
County of Dade

