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August 14, 1997

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: Filing of Articles of Incorporation
of Caper Systems Solutions, Inc.

Gentlemen:

Enclosed are the following:

- (1) Executed Articles of Incorporation and Designation
of Registered Agent;
- (2) A check in the amount of \$127.00 to pay for the
filing fee and a certified copy;

Please send a certified copy to my office as soon as possible.

Very truly yours,



ARTHUR D. VANDROFF

ADV/ag

Enclosures

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-08/18/97-01060--001
***127.00 ***127.00

FILED
97 AUG 28 AM 10:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N. Culligan AUG 28 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 19, 1997

ARTHUR D. VANDROFF, ESQ.
200 S. WASHINGTON BLVD.
SUITE 8A
SARASOTA, FL 34236

SUBJECT: CAPE SYSTEMS SOLUTIONS, INC.
Ref. Number: W97000019083

We have received your document for CAPE SYSTEMS SOLUTIONS, INC. and your check(s) totaling \$127.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must be identical throughout the document.

The document must have original signatures.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6067.

Neysa Culligan
Document Specialist

Letter Number: 097A00041829

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

CAPER SYSTEMS SOLUTIONS, INC.

I, Gerald Joseph Catalano, subscriber of these Articles of Incorporation, a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of the corporation is: CAPER SYSTEMS SOLUTIONS, INC.

(A) A corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

(B) The general nature of the business to be transacted by this corporation is: Computer consulting and business related thereto.

To guarantee, endorse, purchase on margin or outright, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities or other evidence of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the right, powers and privileges of ownership, including the right to vote such stock.

To do any or all of the things herein set forth to the same extent as natural persons might or could do, and in any part of the world as principals, agents, contractors or otherwise, alone or in company with others, and to do and perform all such other things and acts as may be necessary, profitable or expedient in carrying on any of the business or acts above named.

The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in this Article, shall be in any way limited or restricted by reference to or inference from the terms of any other objects, powers or clauses of this Article or Articles, but that the objects and powers specified in each of the clauses in this article shall be regarded as independent objects and powers.

ARTICLE II

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is Five Hundred (500) shares of common stock, each having the par value of One Dollar (\$1.00).

Authorized capital stock may be paid for in cash, services or property, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting, except that stock issued pursuant to the provisions of Internal Revenue Code 1244 shall be issued only for money or other property (other than stock or securities).

ARTICLE III

The amount of capital with which this corporation shall begin is Five Hundred Dollars (\$500.00).

ARTICLE IV

The corporation shall have perpetual existence.

ARTICLE V

The initial street address of the principal office of this corporation is to be at 2286 Wisteria Street, Sarasota, Florida 34239. The Board of Directors, stockholder or stockholders may from time to time designate such other street address and place for the principal office of this corporation as it may see fit.

ARTICLE VI

This corporation initially will have one director. The corporation shall be managed by the director of the corporation and

shall be deemed a closely held corporation as defined by Florida Statutes, as now in effect or as may be amended from time to time. The By-laws may be amended to provide for the corporation to be managed by a Board of Directors, instead of one director, of not less than one (1) person as provided in the By-laws.

ARTICLE VII

The name and street address of the subscriber of these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
Gerald Joseph Catalano	2286 Wisteria Street Sarasota, Florida 34239

ARTICLE VIII

Pursuant to 607.164(h), Florida Statutes, the street address of the initial registered office of the Registered Agent is: 200 S. Washington Blvd., Suite 8A, Sarasota, Florida 34236. The undersigned name, ARTHUR D. VANDROFF, at the above address, is its Registered Agent to accept service of process within the state, and such person having been so named to accept said service, hereby agrees to act in said capacity.

ARTICLE IX

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, I, the undersigned, have hereunto set my hand and seal this 14th day of August 1997, for the purpose of organizing and incorporating this corporation to do

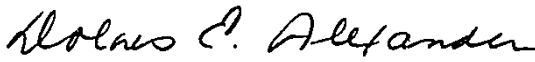
business both within and without the State of Florida, in pursuance of the Corporation Law of the State of Florida, to make and file in the office of the Secretary of State of Florida these Articles of Incorporation, and certify that the facts herein stated are true.


GERALD JOSEPH CATALANO

STATE OF FLORIDA
COUNTY OF SARASOTA

BEFORE ME, the undersigned authority, personally appeared GERALD JOSEPH CATALANO, to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State above named this 14th day of AUGUST, 1997.


NOTARY PUBLIC

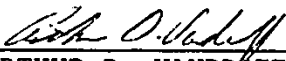
My Commission Expires:



DOLORES E ALEXANDER
My Commission CC416052
Expires Oct. 25, 1998
Bonded by ANB
800-852-5878

DESIGNATION OF REGISTERED AGENT


Pursuant to Chapter 607.164(h), Florida Statutes, the undersigned has been named as Registered Agent of CAPER SYSTEMS SOLUTIONS, INC., to accept service of process within the State, and, having been so named to accept service, hereby agrees to act in said capacity. The address of the registered agent is 200 S. Washington, Blvd., Suite 8A, Sarasota, FL 34236.


ARTHUR D. VANDROFF

STATE OF FLORIDA
COUNTY OF SARASOTA

BEFORE ME, personally appeared ARTHUR D. VANDROFF, to me well known and known to me to be the individual described in and who executed the foregoing Designation of Registered Agent and acknowledged before me that he executed the same for the purposes herein express.

WITNESS my hand and official seal in the County and State named above, this 26th day of AUGUST, 1997.


NOTARY PUBLIC

My Commission Expires:



DOLORES E. ALEXANDER
My Commission CC416063
Expires Oct. 25, 1998
Bonded by AIA
800-852-8870

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 AUG 28 AM 10:09

FILED