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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.  
CONTACT: LIDIA FERNANDEZ  
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NAME: ADVANSYS, CORP.

AUDIT NUMBER.....H97000014806

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**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

September 9, 1997

**FAS-T CORP AGENTS INC**

**SUBJECT: ADVANSYS, CORP.**  
**REF: W97000020661**

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Becky McKnight  
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ARTICLES OF INCORPORATION  
OF  
ADVANSYS, CORP.

WE, ALEXANDER MACKENZIE AND CARL W. SMITH, being of legal age, do hereby sign these presents for the purpose of becoming a Corporation under the laws of the State of Florida authorizing the formation of Corporations.

These Articles of Incorporation are to be effective on the \_\_\_\_ 7th day of September, 1997. (If no date is inserted, these articles are to be effective as of the date of filing with the Secretary of State).

ARTICLE I

The name of the Corporation shall be:

ADVANSYS, CORP.

ARTICLE II

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

SALES AND SERVICE OF DIGITAL SYSTEMS

and do any and all things and matters necessary and appertaining thereto and further enabling this Corporation to engage in any activity or business permitted under the laws of the United States and of Chapter 607 of the Florida Statutes and any successor or supplemental statute or

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authority; to purchase, hold, sell and transfer shares of its own capital stock; subject however, to such limitations as may be provided by law, capital stock owned by the corporation shall not be voted upon directly, nor counted as outstanding for the purpose of any stockholders' quorum or vote; and to do all acts and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes thereafter or before enumerated or incidental to the powers herein named, or which shall at any time appear conducive or expedient for the benefit or protection of the corporation, either as holders of, or interested in any property, or otherwise; and to exercise all of the powers which are now or may hereinafter be conferred upon the corporation generally by the laws of the State of Florida.

**ARTICLE III**

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

ONE THOUSAND (1,000) SHARES,

ONE (1.00) DOLLAR PAR VALUE,

COMMON STOCK

**ARTICLE IV**

This corporation shall exist perpetually unless sooner dissolved according to law.

**ARTICLE V**

The initial address of said corporation shall be:

5208 EAGLE CAY WAY  
COCONUT CREEK, FL 33073

with the privilege of having its office and branch offices at

other places within or without the State of Florida.

**ARTICLE VI**

The number of Directors of this Corporation shall be not less than one (1) nor more than three (3), and the initial Board of Directors of this Corporation shall be comprised of ONE (1) member.

**ARTICLE VII**

The names and street addresses of the persons who are appointed to act as directors until the first annual meeting of the Stockholders or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
CARL W. SMITH	11441 N W 39 COURT CORAL SPRINGS, FL 33065

**ARTICLE VIII**

The name and addresses of the persons signing these Articles of Incorporation as a Subscriber and the number of shares each has agreed to purchase are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
ALEXANDER MACKENZIE	5308 EAGLE CAY WAY COCONUT CREEK, FL 33073	500
CARL W. SMITH	11441 N W 39 COURT CORAL SPRINGS, FL 33065	500

**ARTICLE IX**

These Articles of Incorporation may be amended in the manner provided by law. Each amendment shall be approved by the Board of directors, proposed by them to the Stockholders, and approved at a Stockholder's meeting by a majority of the

stock entitled to vote thereon.

**ARTICLE X**



The address of the registered office of this Corporation shall be:

5310 N. W. 33rd AVE., #110  
FORT LAUDERDALE, FL 33309

**ARTICLE XI**

The Corporation has designated as its Registered Agent, ALLAN SERCHAY, who is a resident of the State of Florida, and whose business office is the same as that of the Registered Office.

IN WITNESS WHEREOF, we, the undersigned, being the original subscribers to the capital stock hereinabove named, and for the purpose of forming a Corporation pursuant to the corporation laws of the State of Florida, do make and file this Certificate, hereby declaring and certifying that the facts herein stated are true and do agree to take the number of shares of stock hereinabove set forth, and accordingly have hereunto set forth our hand and seal at Fort Lauderdale, Broward County, Florida, this 7th day of September, 1997.

  
ALEXANDER MACKENZIE (SEAL)  
  
CARL W. SMITH (SEAL)


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STATE OF FLORIDA )  
COUNTY OF BROWARD ) SS

BEFORE ME, the undersigned authority, personally appeared ALEXANDER MACKENZIE & CARL W. SMITH, well known to me to be the individuals described in and who executed the foregoing Certificate of Incorporation, and acknowledged before me that they executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at Broward County, Florida, this 7th day of  
September, 1997.

 CAROL SERCHAY  
COMMISSION # CC 510017  
EXPIRES APR 24 2001  
BONDED THRU  
ATLANTIC BONDING CO INC

  
NOTARY PUBLIC - STATE OF FLORIDA  
My Commission Expires:

**ACKNOWLEDGMENT**

Having been named as Registered Agent for the Above-stated Corporation at the place designated in these Articles, I hereby accept to act in this capacity, and agree to comply with the provisions of all applicable statutes relative to keeping open such office.

  
REGISTERED AGENT  
ALLAN SERCHAY

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