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JOHN CRIDER  
OF COUNSEL

September 5, 1997

Ms. Doris McDuffie  
State of Florida  
Secretary of State  
Corporation Division  
The Old Jail  
409 East Gaines Street  
Tallahassee, Florida 32301

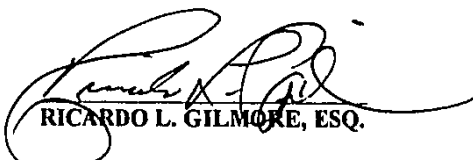
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RE: CERTIFICATE OF DOMESTICATION AND ARTICLES OF INCORPORATION FOR  
AMA TECHNOLOGIES, INC.

Dear Ms. McDuffie:

Enclosed please find in duplicate executed Certificate of Domestication forms and Articles of Incorporation for *AMA Technologies, Inc.* Also you will find enclosed our check for applicable fees of One Hundred Seventy-two Dollars and Fifty Cents (\$172.50) to domesticate this corporation, to file the Articles of Incorporation, and to provide me with a certified copy of the filing. Please feel free to contact me if you have any questions or require any further information. As usual, thank you for your help in this regard.

Sincerely,

  
RICARDO L. GILMORE, ESQ.  
RLG/tg

Enclosures

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TALLAHASSEE, FLORIDA

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DOMESTICATION**

The undersigned, **HAZEL MICHELLE ARZU**, Chief Executive Officer of **AMA TECHNOLOGIES, INC.**, a foreign Corporation, in accordance with Florida Statute, Section 607.1801 does hereby certify:

1. The date on which corporation was first formed was **JULY 14, 1986**.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was **THE COMMONWEALTH OF VIRGINIA**.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was **AMA TECHNOLOGIES, INC.**
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to ss.607.0202 and 607.0401 with this certificate is **AMA TECHNOLOGIES, INC.**
5. The jurisdiction that constituted the seat, siege, social principal place of business or central administration of the corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication was **2285 ROCKY POINT DRIVE, SUITE 2502, TAMPA, FLORIDA 33607.**

I am **HAZEL MICHELLE ARZU** of **AMA TECHNOLOGIES, INC.**, and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this the 28<sup>th</sup> day of August, 1997.

  
(Authorized Signature)

**Filing Fee:**

<b>Certificate of Domestication</b>	<b>\$50.00</b>
<b>Articles of Incorporation and Certified Copy</b>	<b>\$122.50</b>
<b>Total to domesticate and file</b>	<b>\$172.50</b>

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF**



**ARTICLE ONE - NAME**

The name of this corporation is *AMA TECHNOLOGIES, INC.*

**ARTICLE TWO - DURATION**

This corporation shall have perpetual existence.

**ARTICLE THREE - PURPOSE**

The nature of the business, or objects or purposes proposed to be transacted, promoted or carried on are:

To engage in the ownership, management, marketing, and promotion of a company offering computer software development services, computer consulting services, inclusive of hardware and software applications, and any and all attendant services thereto;

To purchase, receive by way of gift, subscribe for, invest in, and in all other ways acquire, invest, lease, possess, maintain, handle on consignment, own, hold for investment or otherwise use, enjoy, exercise, operate, manage, conduct, perform, make, borrow, guarantee, contract in respect of, trade and deal in, sell, exchange, let, lend, export, mortgage, pledge, deed in trust, hypothecate, encumber, transfer, assign, and in all other ways dispose of, design, develop, invent, improve, equip, repair, alter, fabricate, assemble, build, construct, operate, manufacture, plant, cultivate, produce, market, and in all other ways (whether like or unlike the foregoing), deal in and with property of every kind and character, real, personal or mixed, tangible and intangible, wherever situated and however held, including, but not limited to, money, credits, choses in action, securities, stocks, bonds, warrants, scripts, certificates, debentures, mortgages, notes, commercial paper and other obligations and

evidences of interest in or indebtedness of any person, firm or corporation, foreign or domestic, or of any government or subdivision or agency thereof, documents of title, and accompanying rights, and every other kind and character of personal property (improved and unimproved), and the products and avails thereof, and every character of interest therein and appurtenance thereto, including, but not limited to, mineral, oil, gas, and water rights, all or any part of any going business and its incidents, franchises, subsidiaries, charters, concessions, grants, rights, powers or privileges, granted or conferred by any government or subdivision or agency thereof, and any interest in or part of any of the foregoing, and to exercise in respect thereof all of the rights, powers, privileges, and immunities of individual owners or holders thereof;

To hire and employ agents, servants and employees, and to enter into agreements of employment and collective bargaining agreements, and to act as agent, contractor, trustee, factor or otherwise, either alone or in company with others;

To promote or aid in any manner, financially or otherwise, any person, firm, association or corporation, and to guarantee contracts and other obligations;

To let concessions to others to do any of the things that this corporation is empowered to do, and to enter into, make, perform and carry out, contracts and arrangements of every kind and character with any Government or authority of subdivision or agency thereof;

In general, to engage in any other activity or to carry on any other business in connection with the foregoing within the purposes for which corporations may be organized under the State of Florida General Corporation Act, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, shall be liberally construed in aid of the power of the corporation, and the powers and purposes stated in each clause shall, except where otherwise stated, be in no wise limited or restricted by any term or provision of any other clause, and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed distributively as

each object, expresses, and the enumeration as to specific powers, but are in furtherance of, and in addition to and not in limitation of said general powers.

#### **ARTICLE FOUR - CAPITALIZATION**

The aggregate number of shares of stock which the corporation shall have the authority to issue shall be one hundred (100) shares of common stock, at a par value of one dollar (\$1) per share. At any time and from time to time when authorized by resolution of the Board of Directors and without any action by the stockholders, the corporation may issue or sell any shares of its capital stock, whether out of the unissued shares thereof authorized by the Articles of Incorporation of the corporation as originally filed or by any amendment thereof.

The corporation may receive in payment, in whole or in part, for any shares of its stock issued or sold by it, cash, labor done, personal or real property, or leases thereof, and in the absence of actual fraud in the transaction, the judgment of the directors of the corporation as to the value of the labor, property, real estate, or lease thereof so received, shall be conclusive.

#### **ARTICLE FIVE - REGISTERED OFFICE AND REGISTERED AGENT**

The address of the corporation's registered office is One Barnett Plaza, 101 East Kennedy Blvd., Suite 3200, Tampa, Florida 33601, and the name of the corporation's registered agent at such address is *Ricardo L. Gilmore, Esq.*

#### **ARTICLE SIX - INITIAL DIRECTORS**

The number of directors constituting the initial Board of Directors is two (2), and the name(s) and address(es) of the person(s) who are to serve as the initial director(s) and officer(s) are:

<u>Name</u>	<u>Address</u>
<i>H. Michelle Arzu Chief Executive Officer-Chairperson</i>	<i>2502 Rocky Point Drive, Suite 1050 Tampa, Florida 33607</i>

*Albert Arzu  
President-Secretary*

*2502 Rocky Point Drive, Suite 1050  
Tampa, Florida 33607*

#### **ARTICLE SEVEN - INCORPORATOR**

The name and address of the incorporator is:

Name

Address

*H. Michelle Arzu  
Chief Executive Officer-Chairperson*

*2502 Rocky Point Drive, Suite 1050  
Tampa, Florida 33607*

#### **ARTICLE EIGHT - PRE-EMPTIVE RIGHTS**

When the Board of Directors so determine, the increased stock provided for by these Articles of Incorporation, and any further increase of the same, or any portion thereof, shall first be offered, at a price determined by the Board of Directors, pro rata to the stockholders of record who may desire to subscribe for such stock.

#### **ARTICLE NINE - FISCAL YEAR**

The fiscal year of this corporation shall commence on July first and end on June thirtieth, each year unless otherwise changed pursuant to the bylaws of the corporation.

#### **ARTICLE TEN - "S" CHAPTER CORPORATION**

The corporation is authorized to issue one class of stock, and all issued stock shall be held of record by not more than seventy-five (75) persons. Stock shall be issued and transferable only to natural persons who are not nonresident aliens.

#### **ARTICLE ELEVEN - TRANSFER OF STOCK**

Shares in the corporation may be transferred to the corporation, to other stockholders of record in the corporation, or to third persons, but any sale or other transfer to a third person must be approved in advance by the Board of Directors.

#### **ARTICLE TWELVE - NONASSESSIBILITY OF STOCK**

The holders of stock of this corporation shall not be held individually responsible as such for any debts, contracts, liabilities, or engagement of the corporation, and shall not be liable for assessments to restore impairments in the capital of the corporation; nor shall stock of this corporation be liable to assessment for any purpose.

#### **ARTICLE THIRTEEN - BOARD OF DIRECTORS**

The business of the corporation shall be managed and conducted by a board of not less than one (1) and not more than five (5) directors. The Board of Directors shall be elected in the manner set forth in the bylaws. In addition to the powers and authority granted to the directors in these Articles of Incorporation, and in addition to the powers and authority expressly conferred on them by statute, the Board of Directors of the corporation shall have such additional powers and authority, not inconsistent with law, as may be set forth in the bylaws.

#### **ARTICLE FOURTEEN - AMENDMENT**


The corporation reserves the right to amend, add to, or repeal any provision contained in these Articles of Incorporation, in the manner consistent with law and in conformity with the provisions set forth in the bylaws.

IN WITNESS WHEREOF, I HAVE EXECUTED THESE Articles of Incorporation in duplicate on Aug. 28, 1997.

  
H. MICHELLE ARZU

**STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH**

The foregoing Articles of Incorporation was acknowledged this 28<sup>th</sup> day of August, 1997 in the State and County set forth above by H. Michelle Arzu, Chief Executive Officer-Chairperson of *AMA TECHNOLOGIES, INC.*, a Florida corporation, on behalf of the corporation. She is to me personally known, did not produce any identification and did not take an oath.

  
Notary Public  
State of Florida at Large



Pamela J Smith  
My Commission CC672195  
Expires August 17, 2001

My Commission Expires: August 17, 2001

I hereby affix my signature below as an Incorporator of *AMA TECHNOLOGIES, INC.*

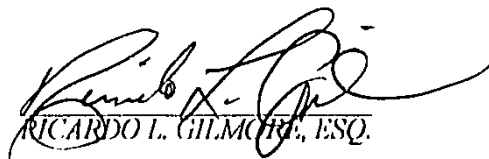
  
H. MICHELLE ARZU

**CERTIFICATE**

That *AMA TECHNOLOGIES, INC.* desiring to organize under the laws of the State of Florida, with its principal office at 2502 Rocky Point Drive, City of Tampa, County of Hillsborough, State of Florida 33607, has named Ricardo L. Gilmore, Esq., located at One Barron Plaza, 101 East Kennedy Blvd., Suite 3200, City of Tampa, County of Hillsborough, State of Florida 33601, as its registered agent to accept service of process within this State.

**ACKNOWLEDGEMENT**

Having been named to accept service of process for the above-named Corporation, at the place designated in this Certificate the undersigned agrees to act in this capacity and agrees to comply with the provisions of Florida law relative to keeping designated office open.

  
RICARDO L. GILMORE, ESQ.

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TALLAHASSEE, FLORIDA  
SECRETARY OF STATE