

LAW OFFICES

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September 23, 1997

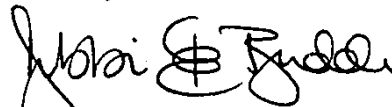
Secretary of State  
Department of Incorporation  
George Firestone Building  
409 E. Gains Street  
Tallahassee, Florida 32399

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-09/24/97--01078--015  
\*\*\*\*122.50 \*\*\*\*122.50

RE: Articles of Incorporation of Byte On, Inc.

Please find enclosed an original and two copies, along with a check in the amount of \$122.50 for the incorporation and returned certified copy of the enclosed Articles of Incorporation. Thank you.

Sincerely,



Debbie G. Budde  
Secretary

/db

DMU  
9.25.97

FILED  
97 SEP 24 AM 11:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

***BYTE ON, INC***

**FILED**

**97 SEP 24 AM 11:58**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

**ARTICLE I**

The name of this corporation shall be **BYTE ON, INC.**

**ARTICLE II**

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

**ARTICLE III**

The number of shares of stock authorized by the corporation is 1,000,000. The shares shall have no par value. Only one class of shares of stock, common stock having full voting rights, is hereby created.

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

Upon the sale for cash of any new stock of the same kind, class or series as that which he already holds, every stockholder of this corporation shall have the pre-emptive right to purchase his pro rata share thereof at the price which it is offered to others, whether or not in excess of par. Fractional shares need not be issued on account of this provision.

**ARTICLE IV**

The street address and mailing address of the initial principal office of the corporation shall be **999 Brickell Bay Drive, Suite 910, Miami, FL 33131.**

*Articles of Incorporation of BYTE ON, INC.*

**ARTICLE V**

The initial office of the registered agent of this corporation shall be at **New World Tower, 100 North Biscayne Boulevard., Suite 601, Miami, Florida 33132**. The initial registered agent at that address shall be **Eric N. Assouline**.

**ARTICLE VI**

The names and addresses of the initial director(s) of the corporation, who shall hold office for the first year or until his successor is duly elected and qualified, shall be:

**Guillermo A. Diehl  
999 Brickell Bay Drive  
Suite 910  
Miami, FL 33131**

**ARTICLE VII**

The name and address of the Incorporator is:

**Eric N. Assouline, Esq.  
Gregory A. Martin & Associates, P.A.  
New World Tower  
100 N. Biscayne Blvd.  
Suite 601  
Miami, Florida 33132**

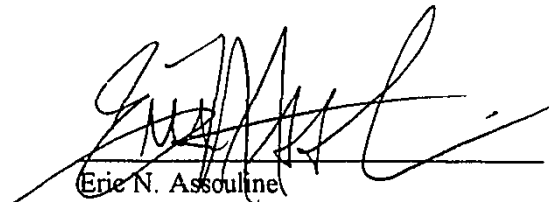
**ARTICLE VIII**

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation

*Articles of Incorporation of BYTE ON, INC.*

which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

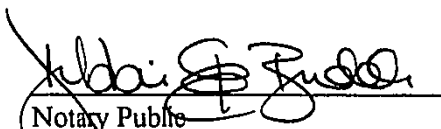
IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 23rd day of September 1997.

  
Eric N. Assouline  
Incorporator

STATE OF FLORIDA       )  
                                  )  
COUNTY OF DADE       )       ss.

BEFORE ME, the undersigned authority, personally appeared Eric N. Assouline, to me known to be the person described in and who executed the foregoing Articles of Incorporation, who, after being duly sworn under oath, acknowledged before me that he executed the same for the purpose therein expressed.

WITNESS my hand and official seal in the State and County aforesaid, this 23rd day of September 1997.

  
Notary Public  
State of Florida

My Commission Expires:



DEBBIE GELABERT BUDDE  
My Commission CC533264  
Expires Feb. 16, 2000

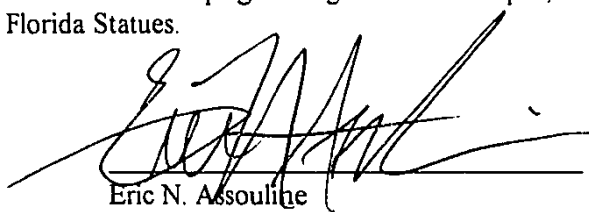
*Articles of Incorporation of BYTE ON, INC.*

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

In compliance with the laws of Florida, the following is submitted:

First, that BYTE ON, INC. desiring to organize under the laws of the State of Florida, has named Eric N. Assouline, Miami, County of Dade, State of Florida as its statutory Registered Agent.

Having been named the statutory Registered Agent of the above corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open, and I accept the obligations of Section 607.0501 Florida Statutes.



Eric N. Assouline  
Registered Agent

DATED this 23rd day of September, 1997.

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