

TODD M. HOEPKER, P.A.
COUNSELOR AT LAW

390 NORTH ORANGE AVENUE • SUITE 1800 • P.O. BOX 3311 • ORLANDO, FLORIDA 32802-3311
TELEPHONE: (407) 426-2060 FACSIMILE: (407) 426-2066

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November 5, 1997

Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

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Re: Articles of Incorporation of Bluepoint, Inc..

Dear Sir/Madam:

Please find enclosed the original of Articles of Incorporation for Bluepoint, Inc. and the filing fee in the amount of \$122.50. Please mail a copy of the filed Articles to me.

Thank you for your cooperation in this matter. Should you have any questions regarding the above, please give me a call.

Very truly yours,


TODD M. HOEPKER

TMH:clp
Enclosures (as indicated)

FILED
97 NOV 10 PM 12:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11/13/97-TM

ARTICLES OF INCORPORATION

OF

BLUEPOINT, INC.

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

NAME AND ADDRESS

The name of this corporation is BLUEPOINT, INC. The principal address of the corporation shall be located at 450 Douglas Avenue, Altamonte Springs, FL 32714.

ARTICLE II

DURATION

The period of its duration is perpetual.

ARTICLE III

PURPOSE

The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IV

CAPITAL STOCK

The corporation is authorized to issue 10,000 shares, all of one class, with a \$10.00 par value.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The name and address of the registered agent and office of this corporation is as follows:

Todd M. Hoepker, Esquire
390 North Orange Avenue
Suite 1800
Post Office Box 3311
Orlando, Florida 32802-3311

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one (1).

The names and address of the initial director of this corporation is:

Kassim Manji
450 Douglas Avenue
Altamonte Springs, Fl 32714

ARTICLE VII

INCORPORATOR

The name and address of the Incorporator signing these Articles of Incorporation is:

Todd M. Hoepker, Esquire
390 North Orange Avenue
Suite 1800

Post Office Box 3311
Orlando, Florida 32802-3311

ARTICLE VIII

NON-RESIDENT DIRECTORS

Directors need not be residents of the State of Florida.

ARTICLE IX

DIRECTORS' AUTHORITY TO FIX COMPENSATION

Directors shall have authority to fix the compensation of the officers of this corporation.

ARTICLE X

AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto. The power to adopt, amend or repeal the Articles of Incorporation of this corporation shall be vested in the Shareholders by a majority vote.

ARTICLE XI

INDEMNIFICATION

The corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for in the bylaws of this corporation.

ARTICLE XII

SHAREHOLDERS QUORUM AND VOTING

A majority of the shares entitled to vote, represented in

person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XIII

REMOVAL OF DIRECTORS

At a meeting of shareholders called expressly for that purpose, any one director, or the entire board of directors, may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of directors.

ARTICLE XIV

INFORMAL ACTION

If all the shareholders and directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the shareholders or the directors.

ARTICLE XV

PREEMPTIVE RIGHTS


Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire any unissued or treasury share; provided, however, each shareholder shall have preemptive rights only in the portion of shares being issued or sold equal to the proportion that the number of shares then held by the shareholder bears to the total number of shares of same class then outstanding.

ARTICLE XVI

RESTRICTIONS ON TRANSFER OF STOCK


Restrictions on the sale or transfer of the stock of this corporation may be set forth in a buy-sell agreement.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 5 day of November, 1997.


TODD M. HOEPKER, ESQUIRE
Incorporator

STATEMENT OF REGISTERED AGENT

I hereby accept the appointment as registered agent familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

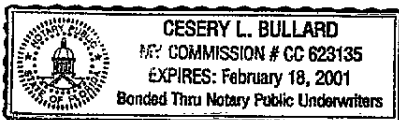

TODD M. HOEPKER, ESQUIRE
Registered Agent

STATE OF FLORIDA)
COUNTY OF ORANGE)

BEFORE ME, the undersigned authority, personally appeared the following individual, TODD M. HOEPKER, ESQUIRE, to me known to be the person who executed the foregoing Articles of Incorporation, as Incorporator and Registered Agent, and he acknowledged to and before me that he executed such instrument.

FILED
97 NOV 10 PM 12:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, I have hereunto set my hand and seal
this 5th day of November, 1997.



Cesery L. Bullard
Cesery L. Bullard
NOTARY PUBLIC
My Commission Expires: 02/18/01