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TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

500002359315--0  
-12/01/97-01128-015  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: Tech Systems Resouces, Inc.  
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check  
for :

☐ \$70.00  
Filing Fee

☒ \$78.75  
Filing Fee  
& Certificate

☐ \$122.50  
Filing Fee  
& Certified Copy

☐ \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

Additional Copy Required

FROM: Frank M. Marks, P.A.  
Name (printed or typed)

2701 S.W. 3rd Avenue  
Address

Miami, Florida 33129  
City, State & Zip

(305) 285-1122  
Daytime Telephone number

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 DEC -1 PM 3:03

NOTE: Please provide the original and one copy of the articles.

Charter No. \_\_\_\_\_

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 DEC -1 PM 3:03

**ARTICLES OF INCORPORATION**  
**OF**  
**TECH SYSTEMS RESOURCES, INC.**

**ARTICLE I - NAME**

The name of this corporation is TECH SYSTEMS RESOURCES, INC.

**ARTICLE II - DURATION**

This corporation shall have perpetual existence, unless sooner dissolved by law, commencing with the filing of the Certificate with the Secretary of State, State of Florida.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Laws of the Florida General Corporation Act.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue 300 shares of \$0.00 par value common stock, which shall be designated "Common Stock". The Corporation may, from time to time, authorize and/or issue additional shares.

**ARTICLE V - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this Corporation, shall have the right to purchase a pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at a price at which it is offered to others.

## ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 2701 S.W. 3rd Avenue, Miami, Florida 33129, and the name of the initial Registered Agent of this Corporation is Frank M. Marks, P.A.. The principal place of business is Miami, Miami Dade County Florida.

## ARTICLE VII - INITIAL BOARD OF DIRECTORS AND OFFICERS

This corporation shall have two (2) director(s) initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1).

The names of the initial officers and directors of this corporation are:

Donna J. Sherr	President and Director
Donna J. Sherr	Vice President and Director
Donna J. Sherr	Secretary and Director
Donna J. Sherr	Treasurer and Director

## ARTICLE VIII - INCORPORATOR

The name of the incorporator, signing these Articles is:

Frank M. Marks, Esq.

## ARTICLE IX - CUMULATIVE VOTING

At each election for directors, every stockholder entitled to vote at such election shall have the right to accumulate his/her votes by giving one (1) candidate as many votes as the number of directors to be elected at that time multiplied by the number of his/her shares, or by distributing such votes on the same principle among any number of such candidates.

#### ARTICLE X - SHAREHOLDER QUORUM AND VOTING

Fifty-one (51%) percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at any 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 shareholder(s).

#### ARTICLE XI - GREATER VOTING REQUIREMENTS FOR SHAREHOLDERS WITH RESPECT TO DISSOLUTION

The affirmative vote of fifty-one (51%) percent of the issued shares of this Corporation, entitled to vote thereon shall be required for the authorization of any resolution to dissolve this corporation.

#### ARTICLE XII - DIRECTORS COMPENSATION

The shareholders of this corporation shall have the exclusive authority to adjust the compensation of officers and directors of this corporation.

#### ARTICLE XIII - SPECIAL PROVISION

It is the intent if the Incorporator that the corporation will qualify under section 1244 of the Internal Revenue Code and shall take all actions necessary to obtain and maintain its status as an S Corporation.


#### ARTICLE XIV - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by Florida law.

#### ARTICLE XV - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 26 day of November, 1997.

  
Frank M. Marks, Esq.  
Incorporator

STATE OF FLORIDA)  
COUNTY OF DADE )

This foregoing instrument was acknowledged before me this \_\_\_\_\_ day of November, 1997 by Frank M. Marks, Esq., as incorporator for TECH SYSTEMS RESOURCES, INC., who personally appeared before me at the time of notarization and who is personally known to me and who (did/did not) take an oath.

NOTARY PUBLIC:


sign: \_\_\_\_\_  
print: \_\_\_\_\_  
State of Florida at Large  
My Commission Expires:

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


IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

FIRST, THAT TECH SYSTEMS RESOURCES INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF HOLLYWOOD, STATE OF FLORIDA, HAS NAMED FRANK M. MARKS, P.A. AS REGISTERED AGENT, LOCATED AT 2701 SOUTHWEST 3RD AVENUE, MIAMI, FLORIDA 33129 AS THE AGENT UPON WHOM PROCESS MAY BE SERVED. THE PRINCIPAL ADDRESS OF THE BUSINESS IS 18377 NORTHEAST 4TH COURT, MIAMI, FLORIDA 33179.

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE:   
Frank M. Marks, Esq.  
Incorporator

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION, AT THIS PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE:   
FRANK M. MARKS, P.A.  
(RESIDENT AGENT)

DATED: 11/26/97