

P97000/09098

PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

((H97000021431 6))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: FUNDTRONIX, INC.

AUDIT NUMBER.....H97000021431

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:
Help F1 Option Menu F2

NUM

Connect: 00:08:56

FILED
97 DEC 31 PM 1:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97-12-31-97

H97000021431

ARTICLE I - NAME

The name of this corporation is FUNDTRONIX, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue ONE THOUSAND (1,000) shares of ONE DOLLAR (\$1.00) par value common stock which shall be designated as "Common Shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

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

Prepared by: TAMELA J. STULTS, ESQUIRE FL. Bar #0834572, MASSA & STULTS, The Litigation Building, Third Floor, 633 South Andrews Avenue, Fort Lauderdale, Florida 33301 (954) 525-1700

H97000021431

FILED
97 DEC 31 PM 1:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H97000021431

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is MASSA & STULTS, The Litigation Building, Third Floor, 633 South Andrews Avenue, Fort Lauderdale, Florida, 33301 and the name of the initial registered agent of this corporation at that address is TAMELA J. STULTS, ESQUIRE.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one Director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the Bylaws. The name and address of the initial Board of Director of this corporation is:

KARL FESSLER
5783 Bird Road #149
Miami, Florida 33155

ARTICLE VIII - INCORPORATORS

The name and address of each person signing these Articles is:

KARL FESSLER
5783 Bird Road #149
Miami, Florida 33155

ARTICLE IX - INDEMNIFICATION

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

H97000021431

H97000021431

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision 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 30 day of December, 1997.

K. Fessler
Subscriber: KARL FESSLER

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared KARL FESSLER known to be and known by me to be the person, who produced a Florida Driver's license and did not take an oath, who executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 30 of December, 1997.

NOTARY PUBLIC

Sign: Tamela J. Stults

Print: _____



Tamela J. Stults

My Commission CC948505

Expires May 19, 2001

State of Florida at Large
My Commission Expires:

b:artkeene.fund

H97000021431

H97000021431

CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, AND ACCEPTANCE
OF AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 607.0345, Florida Statutes,
the following is submitted:

FIRST that FUNDTRONIX, INC. desiring to organize or qualify
under the laws of the State of Florida, with its principal place of
business at 5783 Bird Road, Suite 149, Miami, Florida, has named
TAMELA J. STULTS, ESQUIRE, located at The Litigation Building Third
Floor, 633 South Andrew Avenue, Fort Lauderdale, Florida 33301, as
its agent to accept service of process within Florida.

Dated: December 30, 1997

Karl Fessler
KARL FESSLER, Sole Incorporator and
Director

Having been named to accept service of process for the
above named corporation, at the place designated in this
certificate, I hereby agree to act in this capacity, and I further
agree to comply with the provisions of all states relative to the
proper performance of my duties.

Tamela J. Stults
TAMELA J. STULTS, ESQUIRE
Registered Agent

FILED
97 DEC 31 PM 1:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

b:REGAGT.FUN

H97000021431