



**ARTICLES OF INCORPORATION**  
**OF**  
**INTRATECH ALLIANCE, CORP.**

**FILED**  
98 JAN -5 PM 1:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned Incorporators hereby file these Articles of Incorporation in order to form a Corporation under the laws of the State of Florida, effective 1-1-98.

**ARTICLE I.**  
**Name**

The name of this Corporation shall be **INTRATECH ALLIANCE, CORP.**

**EFFECTIVE DATE**  
1-1-98

**ARTICLE II.**  
**Principal Office**

The principal place of business and mailing address of this Corporation is 3154 South Fulmer Circle, Tallahassee, Florida 32303.

**ARTICLE III.**  
**Stock**

The authorized capital stock of this Corporation shall consist of 500 shares of common stock with a par value of \$1.00 per share. The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors but not less than par value. Shareholders may enter into agreements with the Corporation or with each other to control or restrict the transfer of stock and such agreements may take the form of options, rights of first refusal, buy and sell agreements, or any other lawful form of agreements.

**ARTICLE IV.**  
**Address of Registered Office and Registered Agent**

The street address of the initial Registered Office of this Corporation in the State of Florida shall be 3154 South Fulmer Circle, Tallahassee, Florida 32303. The name of the initial Registered Agent of the Corporation at the above address shall be Stephen Alexander Gauss. The Board of Directors may from time to time change the Registered Office to any other address in the State of Florida or change the Registered Agent.

**ARTICLE V.**  
**Incorporators**

The names and street addresses of the Incorporators of this Corporation are as follows:

Stephen Alexander Gauss	3154 South Fulmer Circle, Tallahassee, Florida 32303
-------------------------	--

**ARTICLE VI.**  
**Nature of Business**

The Corporation is organized for the purpose of engaging in any or all activity or business permitted under the laws of the United States of America and the State of Florida.

**ARTICLE VII.**  
**Powers**

This Corporation shall have all the corporate powers enumerated in the Florida Business Corporation Act.

**ARTICLE VIII.**  
**Term of Corporate Existence**

This Corporation shall exist perpetually unless dissolved according to law.

**ARTICLE IX.**  
**Number of Directors**

This Corporation shall have one Director. The number of Directors may be increased or decreased from time to time in accordance with the By-Laws adopted by the Shareholders.

**ARTICLE X.**  
**Initial Board of Directors**

The initial Board of Directors shall consist of one person. The names and street addresses of the members of the initial Board of Directors of this Corporation who shall hold office until the first annual meeting of the Shareholders and thereafter until their successors are elected are as follows:

Stephen Alexander Gauss	3154 South Fulmer Circle, Tallahassee, Florida 32303
-------------------------	--

**ARTICLE XI.**  
**Officers**

The Corporation shall have a president, a secretary and a treasurer and may have additional and assistant officers including, without limitation thereto, one or more vice-presidents, assistant secretaries and assistant treasurers. A person may hold more than one office. The names and addresses of the initial officers are as follows:

President/Secretary/ Treasurer	Stephen Alexander Gauss Florida 32303	3154 South Fulmer Circle, Tallahassee,
-----------------------------------	--	--

**ARTICLE XII.**  
**Transactions In Which Directors**  
**Or Officers Are Interested**

(a) No contract or other transaction between the Corporation and one or more of its Directors or officers or between the Corporation and any other Corporation, firm, or entity in which one or more of the Corporation's Directors or officers are Directors or officers or have a financial interest shall be void or voidable solely because of such relationship or interest or solely because such Director or Directors or officer or officers is present at or participates in the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or solely because his or their votes are counted for such purpose, if:

(1) The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Director or Directors; or

(2) The fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote thereon and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(3) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, a committee thereof, or the Shareholders.

(b) Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves, or ratifies such contract or transaction.

**ARTICLE XIII.**  
**Financial Information**

The Corporation shall be required to prepare and provide a balance sheet and a profit and loss statement to its Shareholders on at least a quarterly basis. This provision shall be deemed to have been ratified by the Shareholders each year hereafter unless a resolution to the contrary has been adopted by the Shareholders.

**ARTICLE XIV.**  
**Fiscal Year**

The fiscal year of the Corporation shall be from January to December of each year.

**ARTICLE XV.**  
**No Personal Liability**

The private property of the stockholders shall not be subject to the payment of corporate debts.

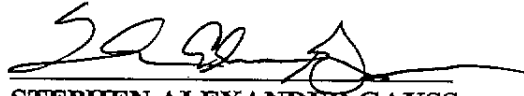
**ARTICLE XVI.**  
**Operating Provisions**

The provisions for the operation, regulations, and management of the business and internal affairs of the Corporation shall be set forth in the Bylaws, which may be amended from time to time by a majority vote of a quorum of the Board of Directors.

**ARTICLE XVII.**  
**Amendment**

These Articles of Incorporation may be amended only by: (a) a unanimous affirmative vote of the holders of all of the shares of the Corporation issued, outstanding, and entitled to vote, or (b) as otherwise allowed by law. All rights conferred upon Shareholders hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the original subscribing Incorporators to the foregoing Articles of Incorporation, have executed these Articles of Incorporation as of January 5, 1998.

  
**STEPHEN ALEXANDER GAUSS**  
Incorporator

STATE OF FLORIDA  
COUNTY OF LEON

BEFORE ME, the undersigned authority, on this day personally appeared **Stephen Alexander Gauss**, known to me to be the person described in, and whose name is subscribed to the foregoing document, who on oath stated to me that he executed the same for the purposes and consideration therein expressed.

SUBSCRIBED AND SWORN TO BEFORE ME this \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_.

\_\_\_\_\_  
Signature of Notary Public

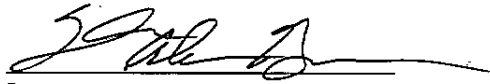
Notary Seal/Stamp:

**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND REGISTERED OFFICE**

**FILED**  
98 JAN -5 PM 1:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with Florida Statutes, Sections 48.091 and 607.0501, the following is submitted:

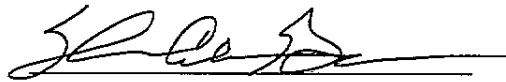
**Intratech Alliance, Corp.**, desiring to organize as a corporation under the laws of the state of Florida, has designated 3154 South Fulmer Circle, Tallahassee, Florida 32303 as its initial registered office and has named Stephen Alexander Gauss, located at said address, as its initial Registered Agent effective January 5, 1998.



Incorporator

Dated as of January 5, 1998

Having been named Registered Agent and to accept service of process for **Intratech Alliance, Corp.**, at the place designated in this certificate, the undersigned hereby accepts said appointment and agrees to act in this capacity effective January 5, 1998. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties and is familiar with and accepts the obligations of his position as Registered Agent.



**STEPHEN ALEXANDER GAUSS**

Registered Agent

Dated as of January 5, 1998