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WILLIAM PATRICK BROWN

14715-2 SW 138th Place

Miami, Florida 33186

Phone (305) 233-9574

FILED  
98 FEB -2 PM 12:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

January 28, 1998

Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32301

Attention: Bobbie

Please find enclosed two originals of the proposed Articles of Incorporation of ARC SYSTEMS, INC., together with a Certificate of Designation of Registered Agent / Registered Office, and a check in the amount of \$122.50

We thank you so much for the prompt attention you may give this matter.

Sincerely yours,



William Patrick Brown

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ARTICLES OF INCORPORATION  
OF  
ARC SYSTEMS, INC.

WE, the undersigned, have come together for the purpose of forming a corporation under the laws of the state of Florida, under the following Articles of Incorporation

ARTICLE I: NAME

The name of this corporation is ARC SYSTEMS, INC.

ARTICLE II: DURATION

The duration of this corporation shall be perptpetual, commencing on the date of filing.

ARTICLE III: PURPOSE

This corporation may engage in or transact any and all lawfull activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE IV: CAPITAL STOCK

This corporation is authorized to issue ONE HUNDRED SHARES of \$1.00 par value common stock, which shall be designated "common shares" and shall be the only class of stock issued by the corporation.

ARTICLE V: PREFERENCES, LIMITATIONS, AND RELATIVE  
RIGHTS OF SHARES OF CAPITAL STOCK

Section 1. Dividends

The holders of record of the common shares shall be entitled to cash dividends and/or stock dividends if, when, and as declared by, and in the sole discretion of, the Board of Directors; in the manner determined by the Board of Directors in the Resolution authorizing each dividend. Nothing in this section shall be construed as placing any affirmative duty on said Board of Directors to declare any dividends at any time except as said Board of Directors shall determine.

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**Section 2.**

**Voting Rights**

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of record of the common shares.

**ARTICLE VI:                   PREEMPTIVE RIGHTS**

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

**ARTICLE VII:                   INITIAL REGISTERED OFFICER AND AGENT  
PRINCIPAL OFFICE**

The street address of the initial registered office of this corporation is 14715-2 SW 138th Place, Miami, Florida 33186, and the name of the initial registered agent of this corporation is WILLIAM PATRICK BROWN.

**ARTICLE VIII:                INITIAL BOARD OF DIRECTORS**

This corporation shall have two Directors initially. The number of Directors may be increased by the By-Laws, but shall never be less than two. The names and addresses of the Initial Directors of this corporation are:

1.   Anthony Peter Rios  
     9331 SW 45th Terrace  
     Miami, Florida 33165
2.   William Patrick Brown  
     14715-2 SW 138th Place  
     Miami, Florida 33186

**ARTICLES IX: INCORPORATORS**

The name and addresses of the persons signing these Articles are:

1. Anthony Peter Rios  
9331 SW 45th Terrace  
Miami, Florida 33165
2. William Patrick Brown  
14715-2 SW 138th Place  
Miami, Florida 33186

**ARTICLE X: INTERIM OFFICERS**

The Interim Officers of this corporation, named as follows, shall serve as officers until such time their election is ratified at the first duly called meeting of the Board of Directors and Shareholders:

<u>NAME</u>	<u>TITLE</u>
Anthony Peter Rios	President
William Patrick Brown	Vice President
	Secretary
	Treasurer

**ARTICLE XI: BY-LAWS**

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

**ARTICLE XII: INITIAL ISSUE OF SHARES**

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amounts stated opposite their names:

<u>NAME</u>	<u>AMOUNT</u>
Anthony Peter Rios	60 shares
William Patrick Brown	40 shares

**ARTICLE XIII: SHAREHOLDERS MEETING REQUIRED**

Any action of the shareholders of this corporation must be taken at a meeting of shareholders of this corporation, duly called as provided by law.

**ARTICLE XIV: MANAGEMENT OF CORPORATION BY SHAREHOLDERS**

All corporate powers shall be exercised by, or under the authority of, and the business and affairs of this corporation shall be managed under the direction of a two-thirds majority of the shareholders of this corporation.

**ARTICLE XV: POWERS**

This corporation shall have all the Corporate powers enumerated in the Florida General Corporation Act, including the following:

1. To lend money to Officers and employees of the corporation, with or without interest, for the benefit of the corporation.
2. To lend money for the corporate purposes of this corporation.
3. To establish pension, profit sharing, stock option, and other incentive plans for the Officers and employees of the corporation.
4. To serve as incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust or other enterprise.

**ARTICLE XVI: LIMITATION ON POWERS OF COMMITTEES**

In addition to other limitations imposed by law, no committee of Directors of this corporation shall have or exercise the power of the Board of Directors without approval of the holders of at least two-thirds of the outstanding shares.

**ARTICLE XVII: DIVIDENDS**

Dividends may be paid to shareholders only out of the unreserved and unrestricted earned surplus of the corporation.

**ARTICLE XVIII: INDEMNIFICATION**

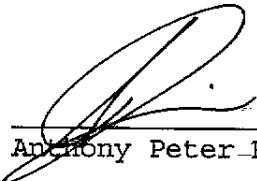

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE XIX:

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. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by two-thirds of the stock entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation on this 26<sup>th</sup> day of JANUARY, 1998.

  
\_\_\_\_\_  
Anthony Peter Rios  
\_\_\_\_\_  
William Patrick Brown

**CERTIFICATE OF DESIGNATION REGISTERED AGENT /  
REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 697.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT / REGISTERED OFFICE, IN THE STATE OF FLORIDA.


1. The name of the corporation is:       ARC SYSTEMS, INC.

2. The name and address of the registered agent and office is:

Agent:               William Patrick Brown  
Office Address:     14715-2 SW 138th Place  
                          Miami, Florida 33186

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TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
(Signature)

1/26/98  
(Date)