

OFFICE USE ONLY (Document #)

LAZARUS CORPORATE FILING SERVICE, INC.

(Registrant's Name)

332 S.W. 8th AVENUE

(Address)

MIAMI, FLORIDA (305) 552-5973

(City, State, Zip)

(Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. ACTIGATE, INC.

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)

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02/06/98-01061-007  
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Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98 FEB -6 PM 12:35

98 FEB -6 AM 11:19

DIVISION OF CORPORATION

FILED

RECEIVED

Examiner's Initials

## ARTICLES OF INCORPORATION

### ARTICLE ONE *NAME*

The name and address of this Corporation is:

ACTIGATE, INC.  
1825 Ponce De Leon Boulevard  
No. 397  
Coral Gables, FL 33134- 4418

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### ARTICLE TWO *NATURE OF BUSINESS*

This corporation may engage in any activity or business permitted under the laws of the United States of America and the laws of the State of Florida.

### ARTICLE THREE *DURATION*

This corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporation existence shall begin is upon filing with the Secretary of State for the State of Florida.

### ARTICLE FOUR *CAPITAL STOCK*

This corporation is authorized to issue shares of stock as follows:

- A. Designation. The stock of this corporation shall be known as Common Stock.
- B. Authorized. The maximum number of shares of Common Stock that this corporation may issue is: 750 shares.
- C. Par Value. Each share of Common Stock shall have the par value of \$10.00.
- D. Consideration. Shares of Common Stock may be issued in exchange for cash, real property, labor or services rendered, or any combination of the foregoing. In the absence of fraud in the transaction, the judgment of the Board of Directors as to the value of any such consideration shall be conclusive.

- E. Non-Assessability. Each share of Common Stock shall be issued in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and non-assessable.
- F. Voting Rights. Each share of Common Stock shall entitle the record holder thereof to one vote upon each proposal presented at meetings of the stockholders of the corporation.
- G. Dividends. Record holders of Common Stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors out of assets legally available for such purpose.
- H. Liquidation Rights. Holders of Common Stock are entitled, in the event of the liquidation or dissolution of this corporation, to receive their pro-rata share of any assets of this corporation remaining after payment of all corporate debts and obligations.

**ARTICLE FIVE**  
*INITIAL PRINCIPAL REGISTERED OFFICE AND AGENT*

The Street Address of the Initial Principal Registered Office of this corporation is: 1825 Ponce De Leon Boulevard, No. 397, Coral Gables, FL 33134-4418, and the name of the Initial Registered Agent of this corporation at that address is: RICHARD LOPEZ

**ARTICLE SIX**  
*INITIAL BOARD OF DIRECTORS*

This corporation shall have initially one Director. The number of Directors may be either increased or decreased from time to time by the bylaws but shall never be less than one. The name(s) and address(es) of the initial Director and Incorporator/Subscriber of this corporation is:

RICHARD LOPEZ	1825 Ponce De Leon Boulevard, No. 397
Director	Coral Gables, FL 33134-4418
RICHARD LOPEZ	1825 Ponce De Leon Boulevard, No. 397
Incorporator/Subscriber	Coral Gables, FL 33134-4418

**ARTICLE SEVEN**  
*BY-LAWS*

The power to adopt, amend or repeal By-Laws shall be vested in the Board of Directors, and Shareholders who may designate certain articles which the Board of Directors may not change.

**ARTICLE EIGHT**  
*SHAREHOLDER QUORUM AND VOTING*

All (100%) 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 100% of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

**ARTICLE NINE**  
*SHAREHOLDERS MEETING REQUIRED*

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

**ARTICLE TEN**  
*COMPENSATION*

The shareholders of this corporation shall have the exclusive right to fix the compensation of directors of this corporation.

**ARTICLE ELEVEN**  
*NO REMOVAL OF DIRECTORS*

The shareholders of this corporation shall not be entitled to remove, without cause, any director from office during his term.

**ARTICLE TWELVE**  
*DIRECTOR QUORUM AND VOTING*

All of the directors shall constitute a quorum for a meeting of directors.

If a quorum is present, the affirmative vote of all of the directors present, or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of 100% of the directors present and voting, shall be the act of the Board of Directors.

**ARTICLE THIRTEEN**  
**INDEMNIFICATION**

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


**ARTICLE FOURTEEN**  
**DIVIDENDS**

Dividends may be paid to shareholders (only out of the unreserved and unrestricted earned surplus of the corporation). Dividends payable in shares of any class may be paid to the holders of shares of any other class.

**ARTICLE FIFTEEN**  
**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 subscriber has executed these Articles of Incorporation this 4<sup>th</sup> day of February, 1998.

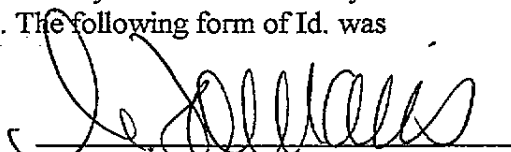
  
Incorporator and Subscriber  
RICHARD LOPEZ

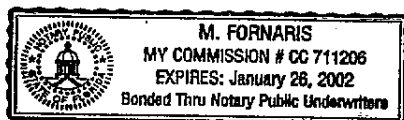
STATE OF FLORIDA           )  
  )SS:  
COUNTY OF MIAMI-DADE )

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared RICHARD LOPEZ known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and who produced: FL.D.L., and who (did/did not) take an oath, and he acknowledged before me that he 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 4<sup>th</sup> day of February, 1998. The following form of Id. was produced: FL.D.L.

MY COMMISSION EXPIRES:

  
NOTARY PUBLIC, State of Florida  
at Large




**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING  
AGENT UPON WHICH PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First -- That ACTIGATE, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Miami, County of Dade, State of Florida, has named RICHARD LOPEZ located at 1825 Ponce De Leon Boulevard, No. 397, Coral Gables, FL 33134-4418, City of Coral Gables, County of Miami-Dade, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT: (Must be signed by Designated Agent)

Having been named to accept service of process on the above stated corporation, at place designated in this certificate I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By:   
RICHARD LOPEZ  
(Resident Agent)

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA