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SECRETARY OF STATE TALLAHASSEE, FLORIDA

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

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SUBJECT:

Micron Network Solutions, 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

\$78.75

Filing Fee

Filing Fee

& Certificate

□ \$122.50

□ \$131.25

Filing Fee

Filing Fee,

& Certified Copy

Certified Copy

& Certificate

ADDITIONAL COPY REQUIRED

FROM:

Luis Rene Toranzo 10342 SW 20th Street Miramar, Florida 33025 Daytime Ph: 305-486-3792

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

P. Hall MAR - 4 1998

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ARTICLES OF INCORPORATION

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Micron Network Solutions, Inc.

SECRETARY OF STATE

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be:

Micron Network Solutions, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

10342 SW 20th Street Miramar, Florida 33025

ARTICLE III - SHARES

- 3.1 The number of shares of stock that this corporation is authorized to have outstanding at any time is SEVEN THOUSAND FIVE HUNDRED (7, 500) shares of common stock, each share having the par value of ONE DOLLAR (\$1.00).
- 3.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the board of directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the board of directors may deem advisable in connection with such issuance.
- 3.3 The board of directors of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the board of directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.
- 3.4 the board of directors of the Corporation may, by articles supplementary, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

Luis Rene Toranzo 10342 SW 20th Street Miramar, Florida 33025

ARTICLE V - INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are:

Luis Rene Toranzo 10342 SW 20th Street Miramar, Florida 33025

ARTICLE VI - PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the *United States, the State of Florida, or any other state, county, territory or nation*:

ARTICLE VII - SUB-CHAPTER S CORPORATION

The Corporation may elect to be an S Corporation, as provided in Sub-chapter S of the Internal Revenue Code of 1986, as amended:

- 7.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.
- 7.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of the other shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-chapter S of the Internal Revenue Code of 1986, as amended.
- 7.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend.

"The shares of stock represented by this certificate cannot transferred if such transfer would void the election of the Corporation to be taxed under Sub-chapter S of the Internal Revenue Code of 1986, as amended."

ARTICLE VIII - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation:

ARTICLE IX - TERM OF EXISTENCE

This Corporation shall have perpetual existence:

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ARTICLE X - TITLE

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof:

ARTICLE XI - BYLAWS

The Board of Directors of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws:

ARTICLE XII - EFFECTIVE DATE

These articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida:

ARTICLE XIII - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation:

Signature/Incorporator 2/36/98

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/Registered Agent

Date

Date

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