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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
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NAME: RAY SYSTEMS, INC.

AUDIT NUMBER.....H98000005790

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**ARTICLES OF INCORPORATION
OF**

RAY SYSTEMS, INC.

The undersigned, competent to contract, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby makes and subscribes the following Articles of Incorporation

ARTICLE I. NAME AND MAILING ADDRESS

The name and mailing address of the corporation is:

RAY SYSTEMS, INC.
5625 W. 20TH AVENUE, #304
Hialeah, Florida 33012

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

To engage in, conduct and carry on the business of sales of computers and devises; and to engage in any other business activity permitted under the laws of the United States and of the State of Florida, all for pecuniary gain; except that the corporation is not to conduct a banking, safe deposit, trust insurance, surety, express, railroad, canal, telegraph and telephone or cemetery company, a building and loan association, a mutual fire insurance association, a cooperative association, a fraternal benefit society, a state fair or an exposition.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is Five Hundred (500) shares of common stock of this corporation with a par value of One Dollar (\$1.00) per share.

Prepared By:

Ronaldo R. Figueroa, CPA
1550 Madruga Avenue, Suite 240
Coral Gables, Florida 33146
(305) 662-7313

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ARTICLE IV. REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation in the State of Florida is:

5625 W. 20th. Ave. #304
Hialeah, Florida 33012

and same of the corporation's initial Registered/Resident Agent at such address is Hector R. Breton.

The board of Directors may from time to time move the registered office to any other place in Florida, or designate another Registered/Resident Agent.

ARTICLE V. DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1) Director.

ARTICLE VI. INITIAL DIRECTORS

The name and street address of the member of the first Board of Directors of the corporation is:

HECTOR BRETON, 5625 W. 20th. Ave., Hialeah, Fl 33012

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator and subscriber of these Articles is:

Hector R. Breton
5625 W 20TH AVENUE
Hialeah, Florida 33012

ARTICLE VIII. CORPORATE POWERS

This corporation shall have, without limitation, any and all powers allowable under the present and future laws of the State of Florida, and in addition to, but not in limitation of, the general powers conferred by law, this corporation shall, to the extent not prohibited by law or by these articles, have the power to make any purely accommodation guaranty, endorsement or contract or suretyship and to secure the same by mortgage, deed to secure debt, deed to trust, pledge, creation of a security interest in, or other encumbrance of, all or any of its property, franchises and income; and the Board of Directors of this corporation may, from time to time and at its discretion, distribute to the shareholders of this corporation, out of the capital surplus of the corporation, any portion of the corporation's assets.

ARTICLE IX. INDEMNIFICATION

The corporation may indemnify and hold harmless its Directors, officers, employees, agents or former Directors, officers, employees, agents or other persons, to the full extent of its rights and powers to do so, as provided by the present and future laws of the State of Florida.

ARTICLE X. TERM

The time at which the existence of this corporation shall begin shall be the time at which these Articles are subscribed below, provided that the same are filed with the Department of State of Florida within the time period allowed for such filing, under Florida Statute Section 607.167, and if such Articles are not received for filing within said allowable time period, then this corporation's existence shall begin at the time at which these Articles are filed with the Department of State of Florida.

ARTICLE XI. MISCELLANEOUS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, and any right of the stockholders of this corporation is subject to this reservation.

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The initial Bylaws of this corporation shall be adopted by the Directors. The Bylaws may be amended from time to time by either the stockholders or the Directors, but the Directors may not alter or amend any Bylaw adopted by the stockholders.

Subscribed this 15th day of December, 1997.




HECTOR R. BRETON
HECTOR R. BRETON

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ACCEPTANCE OF REGISTERED/RESIDENT AGENT

Having been designated to accept service of process for the above-stated corporation, at the place set forth herein above, I hereby accept such designation and agree to act in such capacity and to comply with all provisions of Section 48.091, Florida Statutes.



HECTOR R. BRETON
HECTOR R. BRETON

DATED the 15th day of December , 1997.

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