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LAZARUS CORPORATE FILING SERVICE, INC.

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MIAMI, FLORIDA (305) 552-5973

(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

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-04/20/98-01050--020

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OFFICE USE ONLY

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

1. BINARY LOGIC INCORPORATED

(Corporation Name)

(Document #)

2. (Corporation Name) (Document #)

3. (Corporation Name) (Document #)

4. (Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 2:00

☒ Certified Copy

☐ Mail out ☐ Will wait

☐ Photocopy

☐ 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

EFFECTIVE DATE
4-17-98

98 APR 21 PM 1:13
98 APR 20 PM 12:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATION

FILED
RECEIVED

4/21
2098-8750
4/21
dot

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RECEIVED

98 APR 21 AM 11:35

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

April 20, 1998

LAZARUS

MIAMI, FL

SUBJECT: BINARY LOGIC INCORPORATED
Ref. Number: W98000008758

We have received your document for BINARY LOGIC INCORPORATED. However, the document has not been filed and is being returned for the following:

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 098A00021068

ARTICLES OF INCORPORATION

OF

BINARY LOGIC INCORPORATED

ARTICLE I

NAME

The name of this corporation is:

BINARY LOGIC INCORPORATED

ARTICLE II

DURATION

This corporation is to exist perpetually. It shall commence its existence upon the signing of these Articles of Incorporation by the initial subscribers.

ARTICLE III

PURPOSE

This Corporation is organized for the purpose of transacting any and all business permitted under the laws of the United States of America and the laws of the State of Florida.

ARTICLE IV

CAPITAL TO BEGIN BUSINESS

This Corporation is authorized to issue Fifty shares (50) at \$10.00 dollars par value.

Shares may be issue for such consideration as is determined from time to time by the stockholders.

This power which is hereby reserved unto the stockholders by right, may, and is hereby delegated, unto the Board of Directors. The Board may issue the shares of this Corporation for such consideration as is determined from time to time by the Board, unless and until the stockholders by affirmative action communicate to the Board, in writing, their decision to determine the consideration or issuance of non-issues or sales of Treasury shares. This action by the stockholders will not affect the prior action by the Board.

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TALLAHASSEE, FLORIDA

EFFECTIVE DATE
4-17-98

The consideration for the issuance of shares or for disposal of Treasury shares may be paid, in whole or part, in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation. Shares may not be issued until the full amount of the consideration therefor has been paid. When payment of the consideration for which shares are to be issued shall have been received by the Corporation, such shares shall be deemed to be fully paid and nonassessable.

ARTICLE V

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which already holds, shall have the right to purchase his pro-rate share thereof (as nearly as may be done without issuance of fractional shares) at the price which is offered to others.

ARTICLE VI

INITIAL PRINCIPAL OFFICE AND AGENT

The street address of the initial principal office of this Corporation is 9433 Fontainebleau Boulevard #203, Miami, Florida 33172 and the name of the initial Registered Agent of this Corporation is Klaus H. Barkhausen.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) Director(s) initially. The number of Directors may be increased or diminished from time to time in such manner as may be prescribed by the By-laws, but shall never be less than one (1).

ARTICLE VIII

INITIAL DIRECTORS

The name and street address of each of the members of the initial Board of Directors of this Corporation are:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Klaus H. Barkhausen	President	9433 Fontainebleau Blvd. #203 Miami, FL 33172
Susana V. Barkhausen	Vice President	9433 Fontainebleau Blvd. #203 Miami, FL 33172

ARTICLE IX

IDENTIFICATION

This Corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a Director or Officer of the Corporation, and any person who serves at the request of this Corporation, as a Director or Officer of any other Corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter a being Director or Officer to the Corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such Director or Officer and shall reimburse each such person for all legal and other expenses provided that no person shall be indemnified against, or to reimburse for any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such Officer or Director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the forgoing provisions shall nor exclude any other right to which he may be lawfully entitled nor shall anything herein contained restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this Corporation and any other Corporation, and no act of this Corporation shall in any way be affected or invalid by the fact that any of the Directors of the Corporation are pecuniarily or otherwise interested in any contract or transaction of the Corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors of such members thereof as shall be presented at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any Directors of the Corporation who is also a Director or Officer of such other Corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize any such contrast or transaction and may vote thereat to authorize any such contrast or transaction with the like force and effect as if he were not such Director or Officer of such other Corporation or not so interested.

ARTICLE X

REMOVAL OF DIRECTORS

Any Director or the entire Board of Directors may be removed with or without cause, by vote of the holders of the majority of the shares then entitled to vote at an election of Directors, at a special meeting of shareholders, called expressly for that purpose.

ARTICLE XI

INCORPORATORS

The name and street address of each subscriber of this Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
Klaus H. Barkhausen	9433 Fontainebleau Blvd. #203 Miami, FL 33172
Susana V. Barkhausen	9433 Fontainebleau Blvd. #203 Miami, FL 33172

ARTICLE XII

BY-LAWS

The power to adopt, alter, amend or repeal By-laws shall be vested in the Board of Directors. By-laws adopted by the Board of Directors may be repealed or changed and new By-laws may be adopted by shareholders, and the shareholders may prescribe in any By-laws made by them that such By-laws shall not be altered, amended or repealed by the Board of Directors.

ARTICLE XIII

POWERS

This Corporation shall have all powers necessary or convenient to effect its purpose as enumerated in the Florida General Corporation Act.

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 the Board of Directors.

ARTICLE XIV

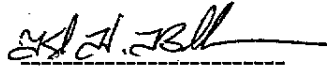
AMENDMENT

This Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders at a stockholder meeting by a majority of the stocks entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned subscribers have executed this Articles of Incorporation, this 17th day of April 1998.

STATE OF FLORIDA

SS.



Klaus H. Barkhausen
215-11-5052

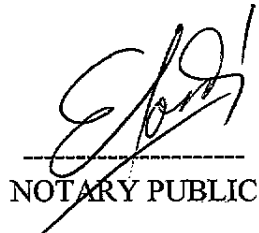


Susana V. Barkhausen
590-52-1795

COUNTY OF MIAMI-DADE

BEFORE ME, a Notary Public authorized to take knowledge in the State and County set forth above, personally appeared Klaus H. Barkhausen & Susana V. Barkhausen known by me to be the person(s) who executed the forgoing Articles of Incorporation, and they acknowledged before me that they subscribed this Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand affixed my official seal, in the State and County aforesaid, this 17 Day of April 1998.


NOTARY PUBLIC

My commission expires:



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

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

FIRST: That Binary Logic Incorporated desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at the City of Miami, County of Miami-Dade, State of Florida, has named Binary Logic Incorporated located at 9433 Fontainebleau Boulevard #203, City of Miami, County of Miami-Dade, State of Florida, as its Agent, to accept services of process within this State.

ACKNOWLEDGMENT: Having been named to accept services of process for the above stated Corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with this provision of said Act, relative of keeping open said office.



RESIDENT AGENT
Klaus H. Barkhausen

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TALLAHASSEE, FLORIDA