

P 980000 72614

TRANSMITTAL LETTER

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

200002582572--8  
-07/08/98-D1023--003  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: AcuNet, Inc.  
(Proposed corporate name - must include suffix)

EFFECTIVE DATE  
8-1-98

FILED  
98 JUL -8 PM 2:37  
SECRETARY  
STATE  
TALLAHASSEE  
FLORIDA

Enclosed is an original and one (1) copy of the articles of incorporation and a check

for:

<input type="checkbox"/> \$70.00 Filing Fee	<input checked="" type="checkbox"/> \$78.75 Filing Fee & Certificate	<input type="checkbox"/> \$122.50 Filing Fee & Certified Copy	<input type="checkbox"/> \$131.25 Filing Fee, Certified Copy & Certificate
Additional Copy Required			

FROM: EMILIO J. MONTE  
Name (printed or typed)

P.O. Box 546005  
Address

SURFSIDE, FL 33154-6005  
City, State & Zip

(305) 864-8807  
Daytime Telephone number

~~1498-15785~~  
~~623~~  
531

2557

F. CHESSEY AUG 19 1998

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



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

July 13, 1998

EMILIO J MONTE  
P O BOX 546005  
SURFSIDE, FL 33154-6005

SUBJECT: ACUNET, INC.  
Ref. Number: W98000015785

FILED  
98 JUL -8 PM 2:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We have received your document for ACUNET, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

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

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

Bylaws are not filed with this office. Please retain them for your records.

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) 487-6904.

Freida Chesser  
Corporate Specialist

Letter Number: 498A00037184

**ARTICLES OF INCORPORATION**

**OF**

**AcuNet, Inc.**

The undersigned, acknowledges and files in the Office of the Secretary of State of the State of Florida, for the purpose of forming a corporation for profit, in accordance with the laws of the State of Florida, these Articles of Incorporation, as by law provided.

**EFFECTIVE DATE**  
8-1-98

**I**

**NAME**

The name of this Corporation shall be:

**AcuNet, Inc.**

**II**

**BUSINESS**

The general nature of the business and businesses to be transacted are as follows:

**To transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida or the United States.**

Without in any way limiting any of the objects and powers of the Corporation, it is expressly declared and provided that the Corporation, to carry on its business, or for the purpose of accomplishing any of the objects hereinabove mentioned, shall have the power to make and perform contracts of any kind and description to do any and all other acts and things, and to exercise any and all other powers, either as principal, agent or broker, conferred by the laws of the State of Florida upon corporations formed under the laws of said State, and which now or hereafter may be authorized by law.

**FILED**  
**98 JUL -8 PM 2:37**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

**III**

**SHARES**

The authorized capital stock of this Corporation shall consist of 500 shares of common stock, \$1.00 par value.

**IV**

**EFFECTIVE DATE AND DURATION**

This Corporation shall commence its existence on August 1, 1998 and shall exist perpetually thereafter unless sooner dissolved according to law.

**V**

**MAILING ADDRESS AND REGISTERED OFFICE AND REGISTERED AGENT**

The mailing address of the Corporation is: P.O. Box 546005, Surfside, Florida, 33154-6005. The registered office of the Corporation is: 9317 Collins Avenue, #25, Surfside, Florida 33154. The initial registered agent for the Corporation is: Emilio J. Monte.

**VI**

**DIRECTORS**

The Corporation shall have not less than three (3) Directors, as provided by the By-Laws. Directors shall hold office for one year, or until their successors have been duly elected and qualified.

**VII**

**FIRST BOARD**

The following shall constitute the first Board of Directors of the Corporation:

Emilio J. Monte:	9317 Collins Avenue, #25 Surfside, Florida 33154
John N. Arfanis:	545 S.E. 12 <sup>th</sup> Street Dania, Florida 33004
William Seplow:	16101 N.E. 11 <sup>th</sup> Street North Miami Beach, Florida 33162

VIII

INCORPORATOR

The name and address of the initial incorporator of the Corporation is as follows:

Emilio J. Monte: 9317 Collins Avenue, #25  
Surfside, Florida 33154

IX

GENERAL PROVISIONS

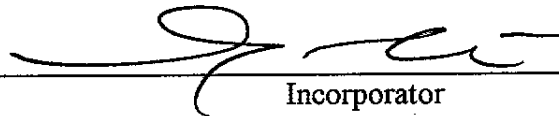
The private property of the stockholders shall not be subject to the payment of any corporate debts to any extent whatsoever.

Subject to the provisions and conditions of this Article, the Corporation shall have full power and lawful authority to accept property, labor and services in payment of shares of its Capital Stock in lieu of cash, at a just valuation to be fixed by its Board of Directors.

A director of the Corporation may transact business, borrow, lend, or otherwise deal or contract with the Corporation to the full extent and subject only to the limitations and provisions of the laws of the State of Florida and the laws of the United States.

The Corporation shall indemnify each director and officer of the Corporation against all or any portion of any expenses reasonably incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer or director of the Corporation (whether or not he continues to be an officer or director at the time of incurring such expenses), to the full extent permitted by and subject only to the limitations and provisions of the laws of the State of Florida and laws of the United States.

The undersigned incorporator has executed these Articles of Incorporation this 1<sup>st</sup> day of June, 1998.

  
\_\_\_\_\_  
Incorporator

Having been named Registered Agent, I certify that I am familiar with and accept the duties and responsibilities of that position.

  
\_\_\_\_\_  
Registered Agent

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

*Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the under-  
signed corporation, organized under the laws of the state of Florida, submits the following  
statement in designating the registered office/registered agent, in the state of Florida.*

1. The name of the corporation is: AcuNet, INC.

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

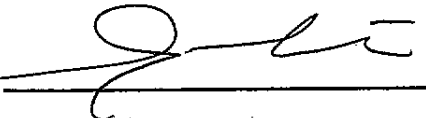
EMILIO J. MONTE  
(Name)

9317 COLLINS AVENUE, #25  
(P.O. Box NOT acceptable)

SURFRIDE, FLORIDA 33154  
(City/State/Zip)

FILED  
98 JUL -8 PM 2:37  
SECRETARY OF STATE  
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 

DATE JULY 29, 1998