

P98000057210

TRANSMITTAL LETTER

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

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-09/18/98--01023--012
****122.50 ****122.50

SUBJECT: Systems Integration^{OF Miami} Inc.
(Proposed Corporate name including suffix)

Enclosed is an original and one (1) copy of the Articles of
Incorporation and a check for:

[] \$70.00 [] \$78.75 [X] \$122.50 [] \$131.25

FROM Chaim Grosz
ADDRESS 3167 Royal Palm Avenue
CITY/STATE Miami Beach Florida 33140
PHONE (DAY) (305) 534 8795

FILED
98 OCT 12 PM 3:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OCT 12 1998

(7)



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

September 22, 1998

CHAIM GROSZ
3167 ROYAL PALM AVE
MIAMI BEACH, FL 33140

SUBJECT: SYTEMS INTEGRATION, INC.
Ref. Number: W98000021671

We have received your document for SYTEMS INTEGRATION, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

If you have any further questions concerning your document, please call (850) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 698A00047780

ARTICLES OF INCORPORATION

OF

Systems Integration of Miami, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights duties and obligations of the undersigned as incorporator, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

Systems Integration of Miami, Inc.

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

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

353 West 47th Street Suite 3D
Miami Beach Florida 33140

ARTICLE IV

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in

any other manner reproduced;

To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute S607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;

To make donations for the public welfare or for

charitable, scientific, or educational purposes;

To transact any and all lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of its directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary of convenient to effect its purpose;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute S607.014;

ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue is the total sum of 1000 shares, having an individual par value of \$1.00.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE VI

The name and address of the initial Registered agent of this corporation shall be:

Israel Gottesfeld
353 West 47th Street Suite 3 D
Miami Beach, Florida 33140

ARTICLE . VII

The initial board of directors shall consist of a total of 1 person(s) and the name and address of the person(s) who is to serve as an initial director(s) is:

Israel Gottesfeld, President
353 West 47th Street Suite 3 D
Miami Beach, Florida 33140

ARTICLE VIII

The name and address of the incorporator executing these Articles of Incorporation is:

Israel Gottesfeld
353 West 47th Street Suite 3 D
Miami Beach, Florida 33140

The undersigned has executed these Articles of Incorporation on this 14 day of September, 1998.


Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED

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Pursuant to the provisions of section 617.0501, Florida
Statutes, the undersigned 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.

First-That ^{OF Miami} Systems Integration, Inc.
desiring to organize under the laws of the State of Florida,
with its principle office, as indicated in the articles of
incorporation has named Israel Gottesfeld
located at 353 West 47th Street Suite 3 D
City of Miami Beach
County of Dade
State of Florida,
as its agent to accept service of process within this State.

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