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ALTMAN, GREER & DOUGHERTY

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LAKE WORTH, FLORIDA 33460

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October 23, 1998

Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, Florida 32301

300002672643--7  
-10/26/98--01100--015  
\*\*\*\*122.50 \*\*\*\*\*78.75

Re: KGS Systems, Inc.

Gentlemen:

We are enclosing the original Articles of Incorporation for the above corporation, together with a check made payable to your order in the amount of \$122.50 to cover the following costs:

Filing Fee	35.00
Certified Copy of Articles	52.50
Registered Agent Fee	35.00

Your prompt attention in processing the above and furnishing us with a Certificate of Incorporation and a certified copy of the Articles will be greatly appreciated.

Sincerely yours,

M'Donna Steel  
Legal Assistant

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98 OCT 26 AM 8:40

FILED

/ms  
Encs.

Dmc  
10/27/98

ARTICLES OF INCORPORATION

OF

KGS SYSTEMS, INC.

FILED  
98 OCT 26 AM 8:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned, for the purpose of becoming a corporation under and pursuant to the laws of the State of Florida providing for the formation, liability, rights, privileges and immunities of corporation for profit, do hereby certify, declare and set forth as follows, to wit:

ARTICLE I

NAME

The name of this corporation shall be: **KGS SYSTEMS, INC.**

ARTICLE II

GENERAL NATURE OF BUSINESS

The general nature and the object and purposes proposed to be transacted and carried on is sales of custom built computers and parts, upgrading of computers and service and repairs, and all other matters directly or indirectly related thereto, and all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, viz:

A. To improve, buy, sell, exchange, mortgage, rent, lease, invest in, build, erect, equip, maintain, deal in and with, dispose of, manage and operate real property, both improved and unimproved, and personal property of whatsoever nature or kind, as owner, agent, factor or broker; to build, construct and alter houses, buildings and structures of whatsoever nature or kind, and to develop real property generally, to loan money upon real and personal property and to take mortgages and bonds and assignments of mortgages and bonds upon real and personal

property of whatsoever nature or kind; and to borrow money thereon by mortgages or otherwise; to buy, sell and deal in bonds and loans secured by mortgages or other liens on real property or personal of all kinds and description.

B. To purchase, manufacture, acquire, hold, own, mortgage, hypothecate, pledge, lease, sell, assign, transfer, invest in, trade in, deal in, borrow and lend money upon goods, wares, merchandise and real and personal property of every kind.

C. To act as agent, broker or attorney in fact for any person, firms, or corporations in buying, selling and dealing in real or personal property of whatsoever nature or kind, and any and every estate and interest therein, and chooses in action secured thereby, judgments resulting therefrom and other personal property collateral thereto, in making or obtaining loans upon such property, in supervising, managing and protecting such property and loans and all interest in any claim affecting the same, in effecting insurance against fire and all other risks thereon, and in managing and conducting any legal actions, proceedings and business relating to any of the purposes herein mentioned or referred to; to register mortgages and deeds of trust of real property or chattels, real and all other securities collateral thereto; to investigate and report upon the credit and financial solvency and sufficiency of borrowers and sureties upon such securities; and to transact all or any other business which may be necessary or incidental or proper to the exercise of any or all of the purposes of the corporation.

D. To subscribe for, purchase, invest in, hold, own, assign, pledge and otherwise dispose of shares of capital stock, bonds, mortgages, debentures, notes and other securities, obligations, contracts and evidences of indebtedness of any persons, firms, associations or other corporations, whether domestic or foreign, and to exercise in respect of any such shares of stocks, bonds and other securities, any and all rights, powers and privileges of individual ownership,

including the right to vote thereon; to issue bonds and other obligations, and to secure the same by pledging or mortgaging the whole or any part of the property to the company, and to sell such bonds and other obligations for proper corporate purposes, and to do any and all acts and things tending to increase the value of the property at any time held by the company.

E. To acquire, grant, hold, undertake and fully exploit the goodwill, property rights, franchises and assets of every kind, and the liabilities of any person, firm, association or corporation, either wholly or partly, and to pay for the same in cash, stocks or bonds of the company or otherwise.

F. To borrow money and contract debts when necessary in the purchase or acquisition of real, personal and intangible property, business rights or franchises, or for additional working capital, or for any other object in or about its business or affairs and without limit as to amount; to incur debts and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale of other negotiable and transferable instruments and evidences of indebtedness of all kinds.

G. In any manner to acquire, enjoy, utilize and to dispose of patents, copyrights and trademarks and any licenses or other rights or interest therein and thereunder.

H. To conduct business and operations and to have one or more offices and hold, purchase, mortgage, lease, dispose of, deal in, and convey real and personal property without restrictions in this state and in any other of the several states, territories, possessions and dependencies of the United States, the District of Columbia and in any and all foreign countries.

I. To purchase or otherwise acquire, become interested in, deal in and with, invest in, hold, pledge, sell, mortgage, lend money on, exchange or otherwise dispose of, or turn to account or realize upon as owner, agent, broker or factor, all forms of securities, including

stocks, bonds, debentures, mortgages, notes, evidences of indebtedness, leases, options, certificates of interest, participation certificates, voting trust certificates, evidencing shares of or interest in common law trust, trust and other trust estates or associations, certificates of trust or beneficial interest in trusts, mortgages, contracts and other instruments, securities and rights, to investigate and report with respect to, and to undertake, carry on, aid, assist or participate in the organization, liquidation, or reorganization of financial, commercial, mercantile, manufacturing, industrial or other business concerns, firms, associations and mercantile, financial and industrial enterprises and operation.

J. To engage in and carry on any advertising business in connection with property of any nature owned, leased or otherwise acquired by this corporation, as principal or agent, with powers to let contracts for any such advertising, and to make and carry out contracts of every kind and nature that may be conducive to the accomplishment of any purposes of the corporation.

K. To do any and all things, and everything necessary and proper for the accomplishment of the objects enumerated in these Articles of Incorporation, of any amendment thereto necessary and incidental to the protection and benefit of the corporation, including the right of the corporation or its stockholders to pay state or federal taxes under any plan it or they may elect and as shall be approved by such taxing authority; and in general carry on any lawful business necessary or incidental to the attainment of the object of the corporation, whether or not such business is similar in nature to the objects set forth herein, it being understood that the enumeration of specific powers in the Articles of Incorporation shall not be deemed to be exclusive, but all other lawful powers conferred by the statutes of the State of Florida are hereby included.

### **ARTICLE III**

#### **CAPITAL STOCK**

The capital stock of this corporation shall be **FIFTY (50)** shares of ONE and NO/100 (\$1.00) DOLLAR par value.

All of said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

### **ARTICLE IV**

#### **CAPITAL TO BEGIN BUSINESS**

The amount of capital with which this corporation shall commence business shall be FIVE HUNDRED AND NO/100 (\$500.00) DOLLARS.

### **ARTICLE V**

#### **CORPORATE EXISTENCE**

This corporation shall exist perpetually unless sooner dissolved according to law.

### **ARTICLE VI**

#### **REGISTERED OFFICE AND REGISTERED AGENT**

The principal office of the corporation and its principal place of business shall be 7155 Lake Worth Road, Lake Worth, Florida 33467 with the privilege of having branch offices at other places within or without the State of Florida. The registered agent for this corporation shall be **KEITH G. STIPO**.

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Keith G. Stipo	2316 Sherwood Forest Boulevard West Palm Beach, Florida 33415	President/Treasurer/ Director
James M. Amos	2316 Sherwood Forest Boulevard West Palm Beach, Florida 33415	V. Pres./Secretary/ Director

The corporation shall have at least one and not more than five directors, and no person shall be required to own, hold, or control stock in the corporation as a condition precedent to holding an office in this corporation.

## ARTICLE VIII

### SUBSCRIBERS

The name and post office address of the subscribers to these Articles of Incorporation, and the number of shares they agree to take, is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
Keith G. Stipo	2316 Sherwood Forest Boulevard West Palm Beach, Florida 33415	25 shares
James M. Amos	2316 Sherwood Forest Boulevard West Palm Beach, Florida 33415	25 shares

## ARTICLE IX

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute.

Directors of this corporation shall have the power to make or amend by By-Laws and to fix any amount to be reserved for working capital.

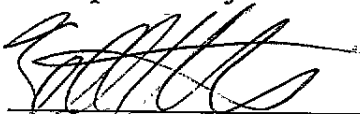
The private property of the stockholders shall not be subject to the payment of the

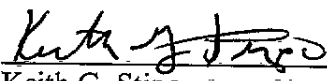
Directors of this corporation shall have the power to make or amend by By-Laws and to fix any amount to be reserved for working capital.

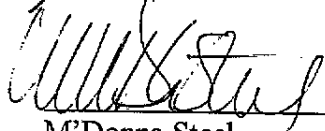
The private property of the stockholders shall not be subject to the payment of the corporate debts in any extent whatever. The corporation shall have a first lien on the shares of its members and upon the dividends due them from any indebtedness of such members of the corporation.


IN WITNESS WHEREOF, the undersigned, being the original subscribers to the capital stock hereinabove named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do hereby make and file these Articles, hereby declaring and certifying the facts herein stated are true, and we do agree to take the number of shares hereinabove set forth, and hereunto set our hands and seals this 23rd day of October, 1998.

*In the presence of:*

  
Zell H. Altman

  
Keith G. Stipo (SEAL)

  
M'Donna Steel

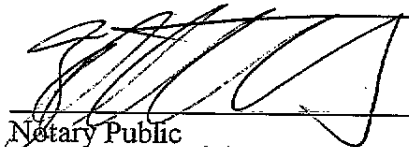
  
James M. Amos (SEAL)

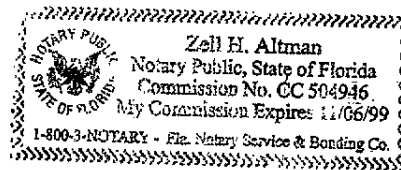
STATE OF FLORIDA                     )  
  ) ss.  
COUNTY OF PALM BEACH         )

BEFORE ME, the undersigned authority, personally appeared **KEITH G. STIPO** and **JAMES M. AMOS** to me well known to be the individuals described in and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed the same for the purposes therein expressed.



IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at Lake  
Worth, Florida, this 23 day of October, 1998.

  
\_\_\_\_\_  
Notary Public  
My Commission Expires:



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

FILED  
98 OCT 26 AM 8:40  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

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

**FIRST:** That **KGS SYSTEMS, INC.**, to be organized under the laws of the State of Florida, with its place of business in Lake Worth, Florida, as set forth in the Articles of Incorporation, has named **KEITH G. STIPO**, whose registered address is 2316 Sherwood Forest Boulevard, West Palm Beach, Florida, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

*Keith G. Stipo*

\_\_\_\_\_  
Keith G. Stipo