

# COTON, CANNELLA & LAVIGNE, P.A.

( FLORIDA, UNITED KINGDOM, NEVADA )  
ATTORNEYS AT LAW

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February 1, 1999

EXPRESS MAIL

EL124941479US

Florida Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

EFFECTIVE DATE

2-2-99

Re: RAMTRAN, INC.  
Filing of Articles of Incorporation

Dear Sirs:

Enclosed please find the original and one copy of the Articles of Incorporation for RAMTRAN, INC., for filing with your division.

Also enclosed is my firm check in the total amount of \$122.50 representing payment for your services as follows:

- A. Filing Fee of \$35.00
- B. Registered Agent Fee of \$35.00
- C. Certified Copy \$52.50

Please accept the Articles of Incorporation for filing. Note that the effective date is February 2, 1999.

Thank you for your kind attention to, and assistance in this matter.

Sincerely,

LUIS D. COTON, ESQUIRE

LDC/bjp  
Enclosures

cc: Incorporation

FILED  
99 FEB -4 PM 3:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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-02/05/99--01031--006  
\*\*\*\*122.50 \*\*\*\*78.75

SP  
2/5

EFFECTIVE DATE

2-2-99

ARTICLES OF INCORPORATION  
OF  
RAMTRAN, INC.

FILED  
99 FEB -4 PM 3:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I.  
NAME

The name of this corporation shall be RAMTRAN, INC.

ARTICLE II.  
COMMENCEMENT AND DURATION

The commencement of this corporation's existence shall be February 2, 1999. This corporation's duration shall be perpetual.

ARTICLE III.  
PURPOSE

This corporation is being organized for the purpose of engaging in the transaction of any and all lawful business activities permitted under the laws of Florida and the United States of America.

ARTICLE IV,  
CAPITAL STOCK

This corporation shall have the authority to issue Ten Thousand (10,000), One Dollar (\$1.00) par value shares of common capital stock.

ARTICLE V.  
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI.  
TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without

any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any share of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These shares are held subject to certain transfer restrictions imposed by this Corporation's Articles of Incorporation. A copy of which is on file at this corporation's principal office".

#### VII.

#### INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board of Directors shall be three. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board of Directors are: MORTEZA A. YAZDI, Director, 5616 Turn Ct., Tampa, FL 33625.

#### ARTICLE VIII.

#### INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

#### ARTICLE IX.

#### PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office shall be: 4350 W. Waters Avenue, Tampa, FL 33614, the principal address and the registered office address are the same. The initial registered office of and for the corporation shall be 1949 W. Martin Luther King, Jr. Blvd., Tampa, FL 33607.

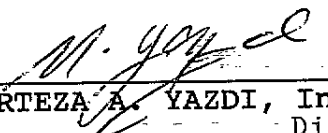
The name of the individual who shall serve as this corporation's initial registered agent at that address is: Luis D. Coton, Esquire.

ARTICLE X.  
INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator are: MORTEZA A. YAZDI, 5616 Turn Ct., Tampa, FL 33625


ARTICLE XI.  
AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

  
MORTEZA A. YAZDI, Incorporator and  
Director

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

On January 22, 1999, MORTEZA A. YAZDI, designated above as the individual who shall serve as this corporation's initial registered agent and incorporator, who is personally known to me, or produced a Florida driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles of Incorporation of RAMTRAN, INC.

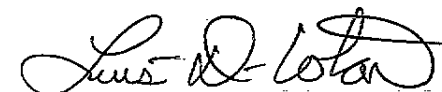
  
Notary Public  
My Commission Expires: 3-26-99



ELEANOR DELEON  
My Commission CC448242  
Expires Mar. 26, 1999  
Bonded by HAI  
800-422-1555

ACCEPTANCE BY REGISTERED AGENT

I hereby accept my designation as resident agent and agree to serve as the resident agent of RAMTRAN, INC. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for RAMTRAN, INC.

  
LUIS D. COTON, REGISTERED AGENT

February 1, 1999  
DATE

FILED  
99 FEB -14 PM 3:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA