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## Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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TALLAHASSEE, FLORIDA

## FLORIDA PROFIT CORPORATION OR P.A.

~~ADVANCED SYSTEMS INTEGRATION, INC.~~

ProSystems Integration, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

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## FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

February 26, 1999

EMPIRE

*Pro Systems Integration, Inc*SUBJECT: ~~ADVANCED SYSTEMS INTEGRATION, INC.~~

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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.

THE NAME CONFLICT IS ADVANCED SYSTEMS INTERGRATORS, INC. DOC #P96000065998.

If you have any further questions concerning your document, please call (850) 487-6067.

Neysa Culligan  
Document SpecialistFAX Aud. #: H99000004704  
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Articles of Incorporation of  
ProSystems Integration, Inc.

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The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I - NAME OF CORPORATION

The name of the corporation shall be ProSystems Integration, Inc.

ARTICLE II - DURATION

This corporation is to have perpetual existence.

ARTICLE III - NATURE OF BUSINESS

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue five hundred (500) shares all at One (\$1.00) Dollar par value. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE V - CORPORATE ADDRESS

The initial street address in the State of Florida of the principal office of this corporation is as follows: 6200 NW 5th Street, Miami, Florida 33126.

REGLA M. SIBILA, Esq.  
FL Bar #656630  
7951 Bird Road, Suite 204  
Miami, Florida 33155  
PH: (305) 265-0008

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ARTICLE VI - INITIAL REGISTERED AGENT

The initial Registered Agent of this corporation is as follows: ALBERT ZAIDNER.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be either increased or decreased from time to time by an amendment of the By-laws of the corporation in the manner provided by law, but shall never be less than one (1).

NAME

ADDRESS

ALBERT ZAIDNER

6200 NW 5th Street  
Miami, Florida 33126

ARTICLE VIII - INCORPORATORS

The name and address of the Incorporator signing these Articles is:

NAME

ADDRESS

ALBERT ZAIDNER

6200 NW 5th Street  
Miami, Florida 33126

ARTICLE IX - AMENDMENT OF BYLAWS

The power to adopt, alter, amend or appeal the By-Laws of this corporation shall be vested in the Board of Directors and shall be by majority vote.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

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ARTICLE XI - INFORMAL ACTION OF DIRECTORS

If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XII - AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, for the purpose of forming a corporation for profit under the laws of the State of Florida.

Albert Zaidner  
ALBERT ZAIDNER

STATE OF FLORIDA            )  
                                  ) ss  
COUNTY OF MIAMI-DADE    )

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized to take acknowledgements, personally appeared ALBERT ZAIDNER known to be the person described in and who executed the foregoing Articles of Incorporation, as incorporator

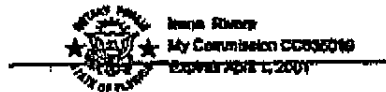
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and acknowledged before me that he subscribed to said Articles of Incorporation.

WITNESS my hand and seal this 16<sup>th</sup> day of March, 19 99.

My Commission Expires:



Irma Rivera  
NOTARY PUBLIC  
State of Florida at Large

**REGISTERED AGENT CERTIFICATE**

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

FIRST - That ProSystems Integration, Inc. desiring to organize under the laws of the State of Florida, with its principal offices as indicated in the Articles of Incorporation, in the City of Miami, County of Dade, State of Florida, has named ALBERT ZAIDNER located at 6200 NW 5th Street, Miami, Florida, as its registered agent to accept service of process.

**ACKNOWLEDGEMENT**

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 said office open.

Albert Zaidner  
ALBERT ZAIDNER

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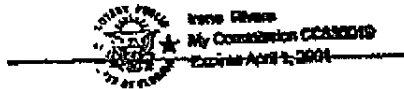
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STATE OF FLORIDA )  
COUNTY OF MIAMI-DADE ) ss

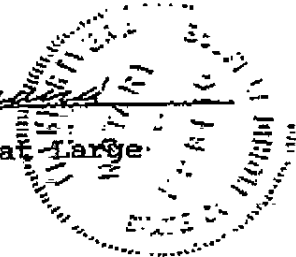
I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized to take acknowledgements, personally appeared ALBERT ZAIDNER, to me well known to be the person described in and who executed the Registered Agent Certificate.

WITNESS my hand and seal on this 16 day of March, 1999.

My Commission Expires:



*James H. H. H.*  
NOTARY PUBLIC  
State of Florida at Large.



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TALLAHASSEE, FLORIDA

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