

BOYES & ASSOCIATES, P.A.

ATTORNEYS & COUNSELORS AT LAW

P.O. Box 1424
Gainesville Fla. 32602
Telephone (352) 372-2684
Telefax (352) 375-8306

PATRICE BOYES, ESQ.

99000058739
June 2, 1999

Land Use & Environmental Law
Administrative Law
Real Estate
General Civil

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

000002893730--8
-06/03/99-01038-017
122.50 *78.75

To the party concerned:

Please find enclosed the original Articles of Incorporation, which have been duly executed by the Incorporators of Xchange, Inc. Please file the enclosed Articles of Incorporation. A check for \$122.50 is enclosed to cover the filing fee.

The certified copy of the Articles of Incorporation should be returned to me at the address in the letterhead.

Thank you for your prompt attention to this matter.

Sincerely,

Shannon Brewer for

Patrice Boyes, Esq.

to avoid delay

FILED
99 JUN 29 PM 2:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TS 6/29/99



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 8, 1999

BOYES & ASSOCIATES, P.A.
P.O. BOX 1424
GAINESVILLE, FL 32602

SUBJECT: XCHANGE, INC.
Ref. Number: W99000013294

We have received your document for XCHANGE, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(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.

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) 487-6927.

Tracy Smith
Document Specialist

Letter Number: 799A00030929

**ARTICLES OF INCORPORATION
OF
A.LOGIK, INC.**

The undersigned Incorporators hereby form a Corporation under the laws of Florida, as follows:

**ARTICLE I
NAME AND ADDRESS OF CORPORATION'S PRINCIPAL OFFICE**

The name of the Corporation shall be: A.Logik, Inc.

The address of the Corporation's principal office is: 3500 SW 19th Avenue, Apt. 233, Gainesville, Florida 32607.

**ARTICLE II
DURATION**

The date of corporate existence will commence on the date of filing these Articles of Incorporation by the Office of the Secretary of State of the State of Florida, and the Corporation will have perpetual existence thereafter.

**ARTICLE III
PURPOSE**

The Corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of Florida.

**ARTICLE IV
POWERS**

The Corporation will have power to:

- a) Perpetual succession by its corporate name;
- b) Sue and be sued, complain and defend in its corporate name in all actions and proceedings;
- c) Have a seal and to use it by impressing, affixing or in any other manner reproducing it;
- d) 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;
- e) 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;
- f) Make contracts and guaranties and incur liabilities, borrow money, issue its own 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.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 JUN 29 PM 2:24

FILED

- g) Elect or appoint officers and agents of the Corporation and define their duties and fix their compensation;
- h) Make and alter By-Laws, not inconsistent with these Articles of Incorporation and the laws of Florida, for the administration and regulation of the affairs of the Corporation;
- i) Make donations for the public welfare or for charitable, scientific or educational purposes;
- j) Be a promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust or other enterprise;
- k) Have and exercise all powers necessary or convenient to effect its purpose;
- l) 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 of its subsidiaries;
- m) Lend money to and use its credit to assist its officers and employees to the full extent permitted by law; and
- n) To purchase, take, receive, subscribe for or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, 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.

ARTICLE V
CAPITAL STOCK

This Corporation is authorized to issue 1000 of common stock at \$1.00 per share.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent of the Corporation is 3500 SW 19th Avenue, Apt. 233, Gainesville, Florida 32607; and the initial registered agent is Hirofumi P.M. Leung at that address.

ARTICLE VII
DIRECTORS

This Corporation shall have two (2) directors initially. The number of directors may change from time to time, but will never be fewer than one (1).

ARTICLE VIII
INITIAL DIRECTORS

The names and addresses of the initial directors are:

- 1) Hirofumi P.M. Leung, 3500 SW 19th Avenue, Apt. 233, Gainesville, Florida 32607.
- 2) Song Y. Kim, 3500 SW 19th Avenue, Apt. 233, Gainesville, Florida 32607.

ARTICLE IX
INCORPORATORS

The names and addresses of the individuals signing these articles are:

- 1) Hirofumi P.M. Leung, 3500 SW 19th Avenue, Apt. 233, Gainesville, Florida 32607.
- 1) Song Y. Kim, 3500 SW 19th Avenue, Apt. 233, Gainesville, Florida 32607.

ARTICLE X
SPECIAL PROVISION

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors of this Corporation.

ARTICLE XI
INDEMNIFICATION

The Corporation shall indemnify any officer, director or employee of the Corporation or any former officer, director or employee of the Corporation, to the full extent permitted by Florida law.

ARTICLE XII
PREEMPTIVE RIGHTS

Every Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

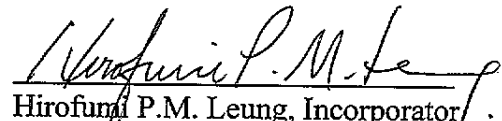
ARTICLE XIII
CUMULATIVE VOTING

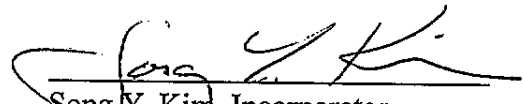
At each election for directors each Shareholder entitled to vote at such election shall have the right to vote by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XIV
RESTRICTIONS ON TRANSFER

Transfer of shares in this Corporation is restricted pursuant to the Corporation's By-Laws.

WHEREFORE, the undersigned Incorporators have executed these Articles of Incorporation on this 1st day of June, 1999.

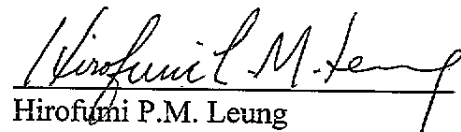

Hirofumi P.M. Leung, Incorporator


Song Y. Kim, Incorporator

STATEMENT OF REGISTERED AGENT

Having been named to accept service of process for the above stated Corporation, at the place designated herein, I hereby accept to act in this capacity, and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED this 1st day of June, 1999.


Hirofumi P.M. Leung

STATE OF FLORIDA
COUNTY OF ALACHUA

BEFORE ME, personally appeared Hirofumi P.M. Leung, who being personally known to me or who produced _____ as identification and who did not take an oath, deposes and says that he is an Incorporator of these Articles of Incorporation and as such Incorporator verified that all statements and information contained herein are true and correct.

DATED this 1st day of June, 1999.



PATRICE F BOYES
My Commission CC513247
Expires Dec. 30, 1999

Patrice F. Boyes
NOTARY PUBLIC
My Commission Expires:

STATE OF FLORIDA
COUNTY OF ALACHUA

BEFORE ME, personally appeared Song Y. Kim who being personally known to me or who produced _____ as identification and who did not take an oath, deposes and says that he is an Incorporator of these Articles of Incorporation and as such Incorporator verified that all statements and information contained herein are true and correct.

DATED this 1st day of June, 1999.



PATRICE F BOYES
My Commission CC513247
Expires Dec. 30, 1999

Patrice F. Boyes
NOTARY PUBLIC
My Commission Expires:

FILED
99 JUN 29 PM 2:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA