

P99000058810

Florida Department of State
Division of Corporations
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Katherine Harris, Secretary of State

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To: Division of Corporations
Fax Number : (850) 922-4001

From: Account Name : GREENSPOON MARDER HIRSCHFELD RAFKIN ROSS & BERGER,
Account Number : 076064003722
Phone : (954) 491-1120
Fax Number : (954) 771-9264

FLORIDA PROFIT CORPORATION OR P.A.

ALYWORKS, INC.

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$70.00

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TALLAHASSEE, FLORIDA

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NO. 531 P. 2/7
AUDIT NO.: H99000015876

ARTICLES OF INCORPORATION
OF
ALYWORKS, INC.

I, the undersigned, for the purposes of forming a corporation for profit pursuant to the laws of the State of Florida, do hereby make, subscribe, acknowledge and file the following Articles of Incorporation.

ARTICLE I

NAME

The name of the Corporation shall be:

ALYWORKS, INC.

ARTICLE II

TERM OF EXISTENCE

This Corporation shall exist perpetually or until dissolved by due process of law.

ARTICLE III

PURPOSE

This Corporation is organized for the general purpose of transacting any or all lawful business permitted under the laws of the United States and the State of Florida.

Prepared by:
Seth A. Marmor, Esquire
Florida Bar No. 337099
Greenspoon, Marder, Hirschfeld, Rafkin, Ross & Berger, P.A.
100 West Cypress Creek Road, Suite 700
Fort Lauderdale, Florida 33309
(888) 491-1120

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TALLAHASSEE, FLORIDA

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ARTICLE IV

CAPITAL STOCK

This Corporation is authorized to issue par value common stock as described below, and none other:

Maximum Number of Shares: 10,000

Par Value Per Share: \$1.00

The authorized shares of par value common stock may be issued only for a consideration having a value, in the judgment of the Board of Directors, equivalent at least to the full par value of the stock so to be issued. Such consideration may be in the form of cash, real property, tangible personal property, intangible personal property, labor or services rendered, other than future services, or any combination of the foregoing.

Each share of common stock of this Corporation shall entitle the holder of record thereof to one vote upon each proposal presented at lawful meetings of the Shareholders. No holder of common stock of this Corporation shall be entitled to any right of cumulative voting.

ARTICLE V

PREEMPTIVE RIGHTS

The Corporation may provide for preemptive rights of stockholders pursuant to provisions of its By-Laws, but no preemptive rights shall exist unless specifically approved for inclusion in the By-Laws.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The initial street address of the registered office of this Corporation in the State of Florida shall be:

100 West Cypress Creek Road, Suite 700
Fort Lauderdale, Florida 33309

AUDIT NO.: H99000015876

The Corporation may also maintain its principal office and branch offices at such places and in such states and foreign countries as the Board of Directors may from time to time by resolution provide.

The name of the initial Registered Agent of this Corporation at the aforementioned address is: SETH A. MARMOR.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The business of this Corporation shall be conducted by a Board of Directors of not less than one (1), nor more than five (5) persons. The Board of Directors shall be elected at the annual meeting of the stockholders of this Corporation, which meeting shall be held at such time as provided by the By-Laws. They shall hold office until their successors are elected or appointed and have qualified, unless otherwise provided by the By-Laws.

The name and street address of the initial directors who are to conduct the affairs of this Corporation until the first meeting and election and qualification of their successors:

NAME	ADDRESS
STEVEN JUDAH	100 West Cypress Creek Road, Suite 700 Fort Lauderdale, Florida 33309
LEISA JUDAH	100 West Cypress Creek Road, Suite 700 Fort Lauderdale, Florida 33309

ARTICLES VIII

INCORPORATOR

The name and address of the individual signing these Articles of Incorporation is:

NAME	ADDRESS
SETH A. MARMOR	100 West Cypress Creek Road, Suite 700 Fort Lauderdale, Florida 33309

ARTICLE IX

CORPORATE ADDRESS

The street address of the initial principal office of the Corporation shall be:

100 West Cypress Creek Road, Suite 700
Fort Lauderdale, Florida 33309

ARTICLE X

MISCELLANEOUS

1. No contract or other transaction between this Corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the directors of this Corporation is or are interested in, or is a director or officer of such other corporation.
2. Upon election of the Board of Directors by the stockholders, such Board shall manage the business and affairs of the corporation, without the need of further authorization from the stockholders, except as provided by law, or otherwise herein.
3. The initial By-Laws of this Corporation shall be adopted by the Board of Directors. The By-Laws may be amended from time to time by either the Shareholders or the Directors. The Shareholders may amend, alter, or repeal any By-Law adopted by the Directors. The Directors may not alter, amend or repeal any By-Law adopted by the Shareholders, nor may the Directors adopt By-Laws which would be in conflict with the By-Laws adopted by the Shareholders.
4. The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in a manner now or hereafter prescribed by law; and all rights conferred upon Stockholders herein are granted subject to that reservation.
5. Any Incorporator or Shareholder present at any meeting, either in person or by proxy, and any Directors present in person at any meeting of the Board of Directors shall conclusively be deemed to have

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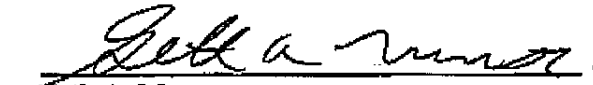
NO.531 P.6/7

AUDIT NO.: H99000015876

received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

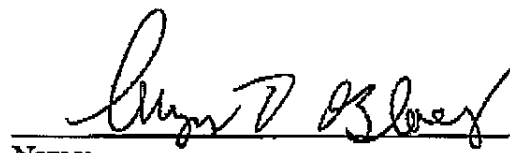
6. The Corporation shall indemnify all Officers and Directors of the Corporation to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, this 28th day of June, 1999.


Seth A. Marmor

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 28th day of June, 1999, by SETH A. MARMOR who is personally known to me.


Name: _____
NOTARY PUBLIC
My Commission Expires:
My Commission No.:



[Notary Seal]

JUN. 29. 1999 3:18PM

NO. 531 P. 7/7

AUDIT NO.: H99000015876

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned hereby accepts its designation as Registered Agent of the Corporation and states that it is familiar with, and accepts, the obligations of that position pursuant to Section 607.0501, Florida Statutes.


SETH A. MARMOR

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TALLAHASSEE, FLORIDA

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Division of Corporations

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100 West Cypress Creek Road, Suite 700
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The Corporation may also maintain its principal office and branch offices at such places and in such states and foreign countries as the Board of Directors may from time to time by resolution provide.

The name of the initial Registered Agent of this Corporation at the aforementioned address is: SETH A. MARMOR.

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LEISA JUDAH	100 West Cypress Creek Road, Suite 700 Fort Lauderdale, Florida 33309

ARTICLES VIII

INCORPORATOR

The name and address of the individual signing these Articles of Incorporation is:

NAME	ADDRESS
SETH A. MARMOR	100 West Cypress Creek Road, Suite 700 Fort Lauderdale, Florida 33309

ARTICLE IX

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ARTICLE X

MISCELLANEOUS

1. No contract or other transaction between this Corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the directors of this Corporation is or are interested in, or is a director or officer of such other corporation.
2. Upon election of the Board of Directors by the stockholders, such Board shall manage the business and affairs of the corporation, without the need of further authorization from the stockholders, except as provided by law, or otherwise herein.
3. The initial By-Laws of this Corporation shall be adopted by the Board of Directors. The By-Laws may be amended from time to time by either the Shareholders or the Directors. The Shareholders may amend, alter, or repeal any By-Law adopted by the Directors. The Directors may not alter, amend or repeal any By-Law adopted by the Shareholders, nor may the Directors adopt By-Laws which would be in conflict with the By-Laws adopted by the Shareholders.
4. The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in a manner now or hereafter prescribed by law; and all rights conferred upon Stockholders herein are granted subject to that reservation.
5. Any Incorporator or Shareholder present at any meeting, either in person or by proxy, and any Directors present in person at any meeting of the Board of Directors shall conclusively be deemed to have

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received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

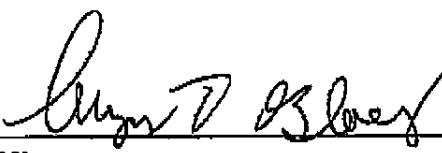
6. The Corporation shall indemnify all Officers and Directors of the Corporation to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, this 28th day of June, 1999.


Seth A. Marmor

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 28th day of June, 1999, by SETH A. MARMOR who is personally known to me.


Name: _____
NOTARY PUBLIC
My Commission Expires:
My Commission No.:



[Notary Seal]

JUN.29.1999 3:18PM

NO.531 P.7/7

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned hereby accepts its designation as Registered Agent of the Corporation and states that it is familiar with, and accepts, the obligations of that position pursuant to Section 607.0501, Florida Statutes.


SETH A. MARMOR

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