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

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
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99 JUL 12 PM 2:31
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.**B.I.T. SOLUTIONS INTERNATIONAL CORP.**

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 1 |
| Page Count | 05 |
| Estimated Charge | \$78.75 |

B. BROCK JUL 12 1999

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**ARTICLES OF INCORPORATION
OF
B.I.T.Solutions International Corp.**

The undersigned, for the purposes of forming a corporation for profit, pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of this corporation is B.I.T.Solutions International Corp.

**ARTICLE II
ADDRESS FOR PRINCIPAL OFFICE OF CORPORATION**

The address of the principal office of the corporation is as follows:

294 South Military Trail
Deerfield Beach, FL 33442

**ARTICLE III
DURATION**

This corporation shall have perpetual existence commencing on the date of the filing of the Articles of Incorporation by the Department of State.

**ARTICLE IV
PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business.

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**ARTICLE V
CAPITAL STOCK**

This corporation is authorized to issue One Thousand (1,000) shares at \$1.00 par value common stock, which shall be designated "Common Shares."

**ARTICLE VI
VOTING RIGHTS**

Each share of common stock of this corporation shall entitle the holder of record thereof to

one (1) vote upon each proposal presented at lawful meetings of the stockholders.

**ARTICLE VII
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of this corporation is 2400 East Commercial Blvd., Suite 723, Fort Lauderdale, Florida 33308 and the name of the initial registered agent of B.I.T.Solutions International Corp. is DAVID T. SEIF, ESQUIRE whose office is located at 2400 East Commercial Blvd., Suite 723, Fort Lauderdale, Florida 33308.

**ARTICLE VIII
INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but never less than one (1). The

names and addresses of the initial directors of this corporation are:

MUKESH J. PATEL
294 South Military Trail
Deerfield Beach, Florida 33442

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**ARTICLE IX
FIRST OFFICER**

The name of the first officer of the corporation, who shall hold office for the first year of existence of the corporation or until his successor is elected and qualified is as follows:

MUKESH J. PATEL

**ARTICLE X
INCORPORATOR**

The name and address of the incorporator is:

MUKESH J. PATEL
294 South Military Trail
Deerfield Beach, Florida 33442

**ARTICLE XI
BY-LAWS**

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

**ARTICLE XII
AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders and approved at a meeting of the Stockholders by two-thirds of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

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IN WITNESS WHEREOF, the undersigned Subscriber has executed these Articles of
Incorporation on this 8 day of July, 1999.

Mukesh J. Patel
MUKESH J. PATEL, Incorporator

STATE OF FLORIDA }
COUNTY OF BROWARD }

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared MUKESH J. PATEL known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and who has produced driver's license as identification and who did take an oath and acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, in the State and County aforesaid, this 8 day of July, 1999.

Notary Public:



David Seif
MY COMMISSION # CC728438 EXPIRES
March 26, 2002
BONDED THRU TROY FARM INSURANCE, INC.

David Seif

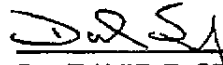
State of Florida at Large
My Commission Expires: (Seal)

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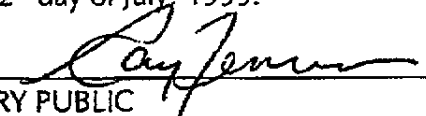
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ACCEPTANCE BY REGISTERED AGENT

I, DAVID T. SEIF, am familiar with and accept the duties and responsibilities as Registered Agent for B.I.T. Solutions International Corp.


By: DAVID T. SEIF

SWORN TO AND SUBSCRIBED before me this 12th day of July, 1999.


NOTARY PUBLIC

MY COMMISSION EXPIRES:



Ray Fennon
MY COMMISSION # CC781169 EXPIRES
March 24, 2002
BONDED THRU TROY FAIN INSURANCE, INC

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TALLAHASSEE FLORIDA

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