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**DONNA G. GOLDMAN  
TINA M. ROBBINS**

August 16, 1999

Division of Corporations  
P O Box 6327  
Tallahassee, Florida 32314

200002965322--5  
-08/20/99-01039-018  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: DATAGUYZ, INC.

Dear Clerk:

Enclosed please find two (2) executed originals of the Articles of Incorporation for the above stated business along with a check drawn on my operating account in the amount of \$ 78.75 for the certification and filing of same. If you have any questions or comments in this regard, please contact me. Thank you for your cooperation.

Very truly yours,

  
Donna G. Goldman

cc: Gary Davidson  
l-art-corp.dataguyz

**FILED**  
99 AUG 20 AM 10:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**DataGuyz, Inc.**

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99 AUG 20 AM 10:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a Corporation pursuant to Chapter 607 of the Florida Statutes, adopts the following Articles of Incorporation for the purposes of the Corporation as herein set forth:

**ARTICLE I**

**NAME AND PRINCIPAL PLACE OF BUSINESS** - The name of this corporation being **DataGuyz, INC.**, and shall have its principal place of business at 2 South University Drive, Suite 319, Plantation, Florida 33324.

The Board of Directors may, from time to time, move the principal place of business to any other address in the State of Florida and establish branch offices in any place within the State of Florida as said corporation may desire.

**ARTICLE II**

**COMMENCEMENT AND DURATION** - The commencement of the corporate existence of DataGuyz, Inc., shall occur upon the filing and acceptance of these Articles and shall exist perpetually.

**ARTICLE III**

**PURPOSE** - The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them, either directly or indirectly, to promote the interest of the corporation or to enhance the value of its properties.

C. To sue, complain and defend the corporate name.

D. To borrow or raise money for any purpose of the corporation and to secure the same interest, or for other purposes, to mortgage all or any part of the property corporeal or incorporeal rights now owned or hereinafter acquired, and to create, issue, draw, accept and negotiate bonds and mortgages, bills of exchange, promissory notes, or other obligations or negotiable instruments.

E. To lend money and use its credit to assist corporate employees, to lend money for any corporate purpose, invest and reinvest its funds, and to take and hold the payment of funds so loaned or invested.

F. To make donations for the public welfare or for charitable, scientific or educational purposes.

G. To transact any lawful business and do all other acts to the extent permitted under the laws of the State of Florida.

#### **ARTICLE IV**

**CAPITALIZATION/SHARES ISSUED** - The aggregate number of shares of stock that this corporation is authorized to have outstanding at any time is one hundred (100) shares of common stock, having no par value per share for all such shares, unless otherwise determined by vote of the principals. The shares shall be issued contemporaneously with and by the filing of these Articles as further specifically described below in **Article V.**

**ARTICLE V**

**DIRECTOR(S), OFFICER(S), SUBSCRIBER(S) - ISSUED SHARES SET FORTH**

A. This corporation shall be governed by one (1) director and two (2) officers. The number of directors and officers may be increased or decreased from time to time in accordance with the Articles or By-Laws but shall never be less than one.

B. The name(s) of the Officers, Shareholders and the Subscribers are:

Gary Davidson  
issued 49 shares

President/Director/Subscriber

Donna G. Goldman  
issued 51 shares

Vice President/Secretary

**ARTICLE VI**

**VOTING TRUSTS** - No stockholder of this Corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

**ARTICLE VII**

**CUMULATIVE VOTING FOR DIRECTORS** - At all elections of directors of this corporation, each stockholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he/she would be entitled to cast for the election of directors with respect to his/her shares of stock multiplied by the number of directors to be elected, and he/she may cast all such votes for a single director, or may distribute them among the number to be voted for, or any two (2) or more of them, as he/she may see fit.

### **ARTICLE VIII**

**REMOVAL OF DIRECTORS** - Any director of this corporation may be removed at any annual or special meeting of the stockholders by the same vote as that required to elect a director.

### **ARTICLE IX**

**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' meeting by a majority of the stockholders entitled to vote.

### **ARTICLE X**

**BY-LAWS CLAUSE** - The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Shareholders.

### **SUBSEQUENT AGREEMENTS**


Nothing in these Articles shall limit the ability of the Shareholders to enter into a valid Shareholders agreement in accordance with F.S. 607.0731. Any provisions of such valid agreement shall control or supersede these Articles to the extent they may conflict and as permitted by law.

### **INCORPORATOR**

The name and address of the Incorporator of the Corporation is as follows:

Gary Davidson  
2 South University Dr. Suite 319  
Plantation, Fl 33324

The undersigned, being a subscriber and incorporator for the purposes of forming this corporation for profit to do business both within and without the State of Florida, does hereby make, subscribe, acknowledge and file this Certificate, hereby declaring and certifying that the facts contained herein stated are true and accordingly has hereto under set his hand this 12<sup>th</sup> day of August, 1999.

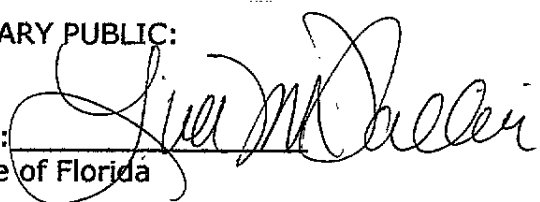
  
Incorporator

STATE OF FLORIDA  
COUNTY OF BROWARD

The execution of these Articles of Incorporation were acknowledged before me this 12<sup>th</sup> day of August, 1999, by Gary Davidson who is personally known.

TINA M. ROBBINS  
MY COMMISSION # CC 725336  
EXPIRES: March 17, 2002  
Bonded Thru Notary Public Underwriters

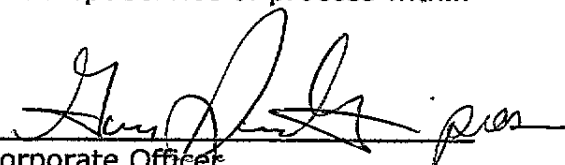
NOTARY PUBLIC:

Sign:   
State of Florida

My Commission Expires:

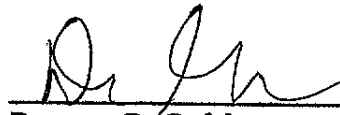
**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned Corporation organized under the laws of the State of Florida submits the following statement in designating the registered agent and registered office in the State of Florida that being Donna G. Goldman, 2 South University Drive, Suite 319, Plantation, Florida 33324 and is so authorized to accept service of process within the State of Florida.

  
Corporate Officer  
Dated : August 12, 1999

**ACKNOWLEDGMENT OF REGISTERED AGENT**

Having been named to accept service of process for **DataGuyz, Inc.** , at the place designated above, I, Donna G. Goldman, hereby accept the appointment as registered agent and agrees to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of duties, and I am familiar with and accept the obligations of my position as registered agent.



**Donna G. Goldman**  
2 S. University Dr. Suite 319  
Ft. Lauderdale, Florida 33324  
Dated: August 12, 1999

corp-dataguyz.dav

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