

P99000082720

LAW OFFICES

Fulvia A. Morris, P.A.
3211 Ponce de Leon Boulevard, Suite 210
CORAL GABLES, FLORIDA 33134-7274
TELEPHONE (305) 441-2215
FACSIMILE (305) 441-2275

FILED

99 SEP 13 PM 12:15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

September 8, 1999

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

800002984748--2
-09/13/99--01051--004
****122.50 ****78.75

Re: Microgenesis, Inc.

EFFECTIVE DATE

9-8-99

Dear Madam or Sir:

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above-referenced corporation and a check in the amount of \$122.50 representing the following:

Filing Fee	\$35.00
Designation of Registered Agent	\$35.00
Certified Copy	\$52.50

Once filed, please send a certified copy of the Articles of Incorporation to the undersigned in the enclosed self-addressed envelope.

Very truly yours,

Fulvia A. Morris
Fulvia A. Morris

Enclosure

PK 9/20/99 ✓

AFFIDAVIT

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, duly authorized to take acknowledgment and administer oaths, on this day personally appeared **FULVIA A. MORRIS**, who has a legal address of 3211 Ponce de Leon Boulevard, Suite 210, Coral Gables, FL 33134-7274, known to me to be the person who subscribed her name below, who after having first been duly sworn by me, on oath deposes and says:

1. **Microgenesis, Inc.** is a completely separate corporation from the involuntarily dissolved **Micro Genesis, Inc.**, Document Number P19625.

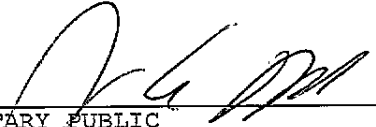
2. The entity **Microgenesis, Inc.** presently seeking to file for incorporation has not transacted business and will no transact business as a corporation before this filing is complete.

3. The filing of articles of incorporation for **Microgenesis, Inc.** is not in any way an attempt to circumvent any fee, tax, or penalty that could have been imposed under the Florida Statutes.

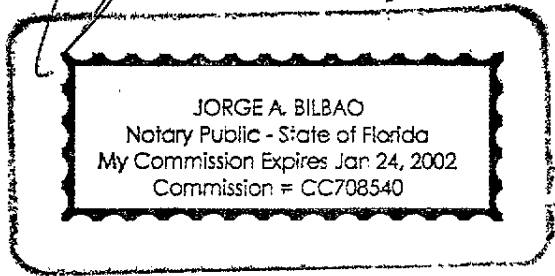


FULVIA A. MORRIS, Affiant

The foregoing instrument was acknowledged before me this 8th day of September, 1999 by **Fulvia A. Morris**, who is personally known to me or who has shown Florida Drivers License as identification, and who did take an oath.



NOTARY PUBLIC
State of Florida at Large



ARTICLES OF INCORPORATION

OF

Microgenesis, Inc.

FILED

99 SEP 13 PM 12:15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I
NAME

EFFECTIVE DATE

9-8-99

The name of the corporation shall be: **Microgenesis, Inc.**

ARTICLE II
PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: c/o Fulvia A. Morris, Esq., 3211 Ponce de Leon Boulevard, Suite 210, Coral Gables, Florida 33134-7274.

ARTICLE III
COMMENCEMENT AND DURATION

The corporation is to commence its corporate existence on September 8, 1999 and shall exist thereafter perpetually until dissolved by law.

ARTICLE IV
PURPOSES

The corporation shall have the power to engage in or transact any and all lawful activity or business for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE V
CAPITAL STOCK

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is ten thousand (10,000) shares. All such shares shall be of a single class, designated as common.

The board of directors may authorize these shares to be issued for adequate consideration consisting of any tangible or intangible property or benefit to this corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the corporation.

ARTICLE VI
VOTE

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these Articles of Incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

ARTICLE VII
PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights. Each shareholder of the corporation shall have the first right to subscribe for or to purchase any shares of any class, any rights, warrants, or options with respect thereto, or any obligation convertible into or exchangeable for any such shares or other securities whether out of unissued shares or other securities or out of shares or other securities acquired by the corporation after the issue thereof, that may from time to time be issued (whether or not presently authorized) in the ratio that the number of shares it holds at time of issue bear to the total number of shares outstanding.

This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares or other securities preempted within thirty (30) days of receipt of a notice in writing from the corporation stating the price, terms and conditions of the issue of the shares and inviting such shareholder to exercise his or her preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholders to the corporation within thirty (30) days of receipt of the notice from the corporation.

ARTICLE VIII
REGISTERED AGENT

The name and address of the initial registered agent of the corporation is: Fulvia A. Morris, Esq., 3211 Ponce de Leon Boulevard, Suite 210, Coral Gables, Florida 33134-7274.

ARTICLE IX
INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is: Fulvia A. Morris, 3211 Ponce de Leon Boulevard, Suite 210, Coral Gables, Florida 33134-7274.

ARTICLE X
INDEMNIFICATION

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE XI
CONTROL-SHARE ACQUISITIONS

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall be applicable to this corporation.

ARTICLE XII
BYLAWS AMENDMENT

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the board of directors and shareholders. This power may be exercised by majority vote of either the directors or the shareholders. But, the board of directors may not alter, amend, or repeal any of the bylaws adopted by the shareholders, if the shareholders provide that the bylaws shall not be altered, amended or repealed by the board of directors.


ARTICLE XIII
BOARD OF DIRECTORS

All corporate powers shall be exercised by and under the authority of, and the business affairs of the corporation shall be managed under the direction of, the board of directors. The number of directors of the corporation may be increased or decreased from time to time in accordance with the bylaws of the corporation, but shall never be less than one.

ARTICLE XIV
AMENDMENT OF ARTICLES

These Articles of Incorporation may be amended at any time by a vote of the majority of the outstanding voting stock of the corporation, at any regular meeting of the shareholders or at any special meeting of the shareholders called for that purpose.

The undersigned incorporator has executed these Articles of Incorporation this 8th day of September, 1999.



Fulvia A. Morris, Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED

99 SEP 13 PM 12:15

Pursuant to the provisions of section 607.050 Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation is:

Microgenesis, Inc.

2. The name and address of the registered agent and office is:

Fulvia A. Morris, Esq.
Fulvia A. Morris, P.A.
3211 Ponce de Leon Boulevard, Suite 210
Coral Gables, Florida 33134-7274




Fulvia A. Morris, Incorporator

Date: September 8, 1999.

ACCEPTANCE

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



Fulvia A. Morris, Esq.
Registered Agent

Date: September 8, 1999.