

PG9000085527

September 18, 1999

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

EFFECTIVE DATE
9-21-99

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-09/24/99--01019--003
*****78.75 *****78.75

RE: Articles of Incorporation of INTERNET ENGINEERING SYSTEMS, INC.

Dear Sir/Madam:

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above Corporation and a check in the amount of \$ 78.75. Upon filing of the enclosed, please return a certified copy of same to the undersigned.

Richard David Friedberg

10820 NW 46th Drive
Coral Springs, FL 33076

Very truly yours,

Richard David Friedberg

FILED
99 SEP 24 AM 9:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CHC 9/28/99

EFFECTIVE DATE

9-21-99

**ARTICLES OF INCORPORATION OF
INTERNET ENGINEERING SYSTEMS, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person, competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation shall be **INTERNET ENGINEERING SYSTEMS, INC.** Its business shall be carried on in the State of Florida, in the United States of America, and elsewhere, as may be authorized by its Board of Directors or Stockholders.

ARTICLE II

PURPOSE

The general nature of the business to be transacted by the corporation and the powers and rights of the corporation shall include any and all lawful business for which Corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of common stock that the corporation is authorized to issue at any one time is 500 shares of common stock having One (\$1.00) dollar par value.

ARTICLE IV

PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be located at 10820 NW 46 Drive, Coral Springs, FL 33076.

ARTICLE V
TERM AND EFFECTIVE DATE

The corporation shall have perpetual existence. The date when the corporation existence shall begin shall be the date of subscription and acknowledgment stated herein if this Articles of Incorporation are filed within five (5) days, exclusive of legal holidays, after subscription and acknowledgment hereon, and are subsequently approved by the Secretary of State and all filing fees and taxes paid; otherwise, it shall be the date when the Articles of Incorporation are filed in the Office of the Secretary of State and approved.

ARTICLE VI
SUBSCRIBER/INCORPORATOR

The name and address of the Subscriber/Incorporator to these Articles of Incorporation is:

<u>NAME</u>	<u>STREET ADDRESS</u>
Richard David Friedberg	10820 NW 46 th Drive Coral Springs, FL 33076

ARTICLE VII
DIRECTORS

The Corporation shall have not less than 1 nor more than 5 directors, as set forth in the By-Laws. The names and street addresses of the first Board of Directors of this Corporation who, subject to these Articles of Incorporation, By-Laws of this Corporation, and the Laws of the State of Florida, shall hold office until their successors have been elected and are qualified are:

<u>NAME</u>	<u>STREET ADDRESS</u>
Richard David Friedberg	10820 NW 46 th Drive Coral Springs, FL 33076
Matthew Christian Pisoni	4155 NW 5 th Drive Deerfield Beach, FL 22055

ARTICLE IIX
REGISTERED AGENT AND OFFICE

The Registered Agent for the Corporation shall be RICHARD DAVID FRIEDBERG and the Registered Office shall be located at 10820 NW 46 Drive, Coral Springs, FL 33076 or such other person or place as the Board of Directors shall from time to time direct, with appropriate notice being given to the Secretary of State in accordance with Law.

IX
SPECIAL PROVISION

Any action by the directors of this corporation which is within their power taken at a meeting of such directors shall be valid for all intents and purposes whether or not lawful notice of said meeting shall have been given to all directors as required by Law or the By-Laws of this corporation, if at any time prior to, during or subsequent to such meeting all directors shall execute a waiver of notice of such meeting and providing a majority of the directors shall have approved or approve the action taken at such meeting.

When not prohibited by law, any action of the shareholders of this corporation may be taken without a meeting if consent in writing, setting forth the actions so taken, shall be signed by all the persons who would be entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records. Such consent shall have the same force and effect as the unanimous vote of the shareholders and may be stated as such in any certificate or document filed with the Department of State of the state of Florida or any other governmental agency of any state, county or nation, or with any private organization, corporation, person or persons.

Nothing in this Article shall be construed to allow any act of the Board of Directors to be

approved by less than a majority of said directors or greater if required by law or in the By-Laws.

Nothing in this Article shall be construed to allow any act of the shareholders to be approved by less than a majority of said shareholders or greater if required by law or in the By-Laws.

ARTICLE X **INSPECTION OF BOOKS AND RECORDS**

The corporation shall from time to time determine whether and to what extent, at what times and places, and under what conditions and regulations the accounts and books of the corporation (other than the stock book) or any of them shall be open to inspection of shareholders; and no shareholders shall have any right to inspect any account, book or document of this corporation except as conferred by statute, unless authorized by a resolution of the shareholders or the Board of Directors.

ARTICLE XI **INDEMNIFICATION OF OFFICERS AND DIRECTORS**

Every officer and director of the corporation shall be indemnified by the corporation, as permitted by law, against all expenses and liability, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party or in which he may become involved by reasons of his having been an officer or director of the corporation, whether or not he is an officer or director at the time such expenses are incurred. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which such officer or director may be entitled.

ARTICLE XII **TELEPHONE MEETING AUTHORIZED**

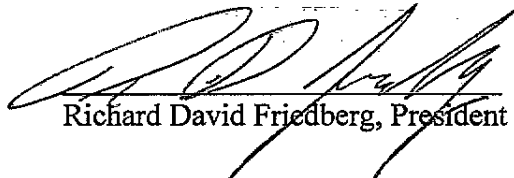
Members of the Board of Directors or any of the executive committee designated by the

Board of Directors in accordance with law shall be deemed present at any meeting of the Board of Directors or executive committee, as the case may be, if a conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear and be heard by all other persons, is used.

ARTICLE XIII
AMENDMENTS

These Articles of Incorporation may be amended in the manner and as provided by law.

The undersigned has executed these Articles of Incorporation this 21 day of ^{SEPT}SEP, 1999.


Richard David Friedberg, President

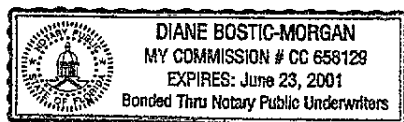
STATE OF FLORIDA)
) S.S. BRAUN
COUNTY OF DADE)

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County above named to take acknowledgments, personally appeared Richard David Friedberg to me known to be the person described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he signed and executed the same for the purposes herein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at SUNRISE, BRAUN County, Florida this 21 day of SEPT, 1999

My Commission Expires:

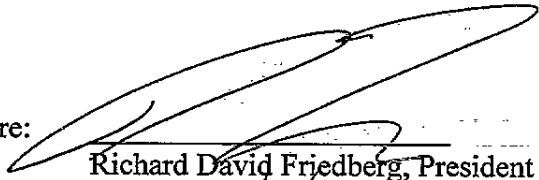

NOTARY PUBLIC, State of Florida



**CERTIFICATE ACCEPTING DESIGNATION
AS 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 office/registered agent, in the state of Florida.

1. The name of the corporation is **INTERNET ENGINEERING SYSTEMS, INC.**
2. The name and the address of the registered agent and office is: Richard David Friedberg, 10820 NW 46 Drive, Coral Springs, FL 33076.

Signature: 

Richard David Friedberg, President

Dated: 9/21/99

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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 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.

By: 

Richard David Friedberg
Registered Agent

Dated: 9/21/99

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 SEP 24 AM 9:12

FILED