

P99000096515

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H99000027702 2)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

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

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 NOV -2 PM 4: 50

FILED

FLORIDA PROFIT CORPORATION OR P.A.

POLARIS PARTNERS, INC.

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



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 2, 1999

EMPIRE

SUBJECT: POLARIS PARTNERS, INC.
REF: W99000025178

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

THE CONFLICT IS POLARIS PARTNERS, LTD. DOC #A99000001562.

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight
Document Specialist

FAX Aud. #: H99000027702
Letter Number: 799A00052411

4990000 27702
ARTICLES OF INCORPORATION

OF

POLARIS PARTNERS INTERNATIONAL, INC.

ARTICLE I.

The name of this Corporation is:

POLARIS PARTNERS INTERNATIONAL, INC.

ARTICLE II.

This Corporation shall exist in perpetuity commencing on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE III.

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV.

This Corporation is authorized to issue 10,000 shares of \$1.00 par value common stock which shall be designated as "Common Shares."

ARTICLE V.

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this Corporation the assets of the Corporation shall be payable to and distributed ratably among the holders of record of the Common Shares.

ARTICLE VI
VOTING RIGHTS:

Except as otherwise provided by Law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

Prepared By:

MARK B. GOLDSTEIN, ESQUIRE
MARK B. GOLDSTEIN P.A.
2155 GLADES ROAD, SUITE 236W
BOCA RATON, FL 33431
(561) 989-9956

FILED
99 NOV -2 PM 4:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

499000027702

499000027702

ARTICLE VII
PREEMPTIVE RIGHTS:

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VIII

The street address of the initial registered office of this Corporation is: 2255 Glades Road, Suite 236W, Boca Raton, Florida 33431, and the name of the initial registered agent of this Corporation at that address is: Mark B. Goldstein, and the principal place of business of the corporation is 2255 Glades Road, Suite 236W, Boca Raton, FL 33431.

ARTICLE IX

This Corporation shall have three (3) Directors initially. The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The names and address of the initial Director of this Corporation is:

MARK B. GOLDSTEIN
2255 GLADES ROAD, SUITE 236W
BOCA RATON, FL 33431.

MERIS KOTT
2255 GLADES ROAD, SUITE 236W
BOCA RATON, FL 33431.

DANA PODBER
2255 GLADES ROAD, SUITE 236W
BOCA RATON, FL 33431.

ARTICLE X

The name and address of the person or entity signing these Articles of Incorporation is:

MARK B. GOLDSTEIN
2255 GLADES ROAD, SUITE 236W
BOCA RATON, FL 33431.

499000027702

H99000027702

**ARTICLE XI.
AMENDMENT.**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 2nd day of November 1999.

**POLARIS PARTNERS
INTERNATIONAL, INC.**

BY: [Signature]
MARK B. GOLDSTEIN, Incorporator

STATE OF FLORIDA)

COUNTY OF PALM BEACH)

I HEREBY CERTIFY on this day, before me, an officer duly authorized to administer oaths and to take acknowledgments, personally appeared **MARK B. GOLDSTEIN**, known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above-named person; i.e., Florida Drivers License and that an oath was not taken.

WITNESS my hand and official seal, this 2nd day of November 1999, in the County and State aforesaid.



ANGELA CATHERINE WARSHEPSKI
My Commission **CC628642**
Expires Jan. 29, 2000

[Signature]
PRINT NAME: _____
NOTARY PUBLIC, STATE OF FLORIDA
My commission expires: _____
Commission No: _____

H99000027702

H99 000027702

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN PURSUANCE OF CHAPTER 607.34, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED IN COMPLIANCE WITH SAID ACT:

FIRST THAT POLARIS PARTNERS INTERNATIONAL, INC., DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL OFFICE, AS INDICATED IN THE ARTICLES OF INCORPORATION AT 2255 Glades Road, Suite 236W, Boca Raton, Florida HAS NAMED MARK B. GOLDSTEIN, LOCATED AT 2255 Glades Road, Suite 236W, Boca Raton, FL 33431, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

POLARIS PARTNERS INTERNATIONAL, INC.

BY: [Signature]
MARK B. GOLDSTEIN, Registered Agent

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

POLARIS PARTNERS INTERNATIONAL, INC.

BY: [Signature]
MARK B. GOLDSTEIN, Incorporator

99 NOV -2 PM 4: 50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

I HEREBY CERTIFY on this day, before me, an officer duly authorized to administer oaths and to take acknowledgments, personally appeared MARK B. GOLDSTEIN, known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above-named person; Florida Drivers License and that an oath was not taken.

WITNESS my hand and official seal, this 2nd day of November 1999, in the County and State aforesaid.



ANGELA CATHERINE WARSHEFSKI
My Commission CC628542
Expires Jan. 29, 2000

[Signature]
PRINT NAME
NOTARY PUBLIC, STATE OF FLORIDA
My Commission Expires

H99000027702