

**P95000020190**

TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399  
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: ELAMAR SOFTWARE, INC.  
FAX AUDIT NUMBER: H95000002852  
DATE REQUESTED: 03/13/1995  
CERTIFIED COPIES: 1  
NUMBER OF PAGES: 8  
ESTIMATED CHARGE: \$122.60

CURRENT STATUS: REQUESTED  
TIME REQUESTED: 12:35:09  
CERTIFICATE OF STATUS: 0  
METHOD OF DELIVERY: FAX  
ACCOUNT NUMBER: 072450003256

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
ELAMAR SOFTWARE, 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 ELAMAR SOFTWARE, INC.

**ARTICLE II**

**PRINCIPAL PLACE OF BUSINESS**

The principal place of business shall be 920 Andres Avenue, Coral Gables, Florida 33134.

**ARTICLE III**

**CAPITAL STOCK**

EFFECTIVE DATE  
3-15-95

The maximum number of shares that this corporation is to have outstanding at any one time is one thousand (1,000) shares of common stock, having a nominal or par value of fifty cents (\$.50) per share. The consideration to be paid for each share shall be fixed by the board of directors, but in no event shall be less than \$0.50.

**ARTICLE IV.**

**TERM**

Corporate existence shall commence March 15, 1995 and this corporation shall have perpetual existence.

**ARTICLE V.**

**REGISTERED AGENT AND REGISTERED OFFICE**

The Registered Agent for this corporation shall be Robert I. Shapiro, and the Registered Office shall be located at Penthouse 7 - Marcus Centre, 9990 S.W. 77 Avenue, Miami, Florida 33156, or such other 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.

ROBERT I. SHAPIRO, ESQ.  
9990 S.W. 77th AVE. PH7  
MIAMI, FL 33156  
(305) 596-2345 FBN. 072827

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ARTICLE VI.

DIRECTORS

This corporation shall have not less than 1 nor more than 9 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 qualified, are:

<u>NAME</u>	<u>STREET ADDRESS</u>
PAUL VIDMAR	920 Andros Avenue Coral Gables, Fl 33134
JOYCE ELAM	920 Andros Avenue Coral Gables, Fl 33134

ARTICLE VII.

SUBSCRIBER

The name and street address of the subscriber of these Articles of Incorporation is: Robert I. Shapiro, Penthouse 7 - Marcus Centre, 9990 S.W. 77 Avenue, Miami, Florida 33156.

ARTICLE VIII.

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

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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 action 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 wherever a greater vote is required by law or in the By-Laws, by that vote.

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 wherever a greater vote is required by law or in the By-Laws, by that vote.

ARTICLE IX.

INSPECTION OF BOOKS AND RECORDS

The corporation shall from time to time determine whether and to what extent and 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 shareholder shall have the right of inspecting 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 X.

INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every officer and every 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 reason of his being or 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.

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ARTICLE II.

TELEPHONE MEETING AUTHORIZED

Members of the board of directors or of any 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 III.

AMENDMENTS

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

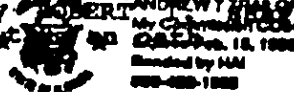
IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami, Dade County, Florida this 10 day of March, 1995.

 [Seal]  
ROBERT I. SHAPIRO

STATE OF FLORIDA )

COUNTY OF DADE )

THE FOREGOING INSTRUMENT was acknowledged before me this 10 day of March, 1995, by ROBERT I. SHAPIRO, who is personally known to me and did not appear on 2/17/95.



NOTARY PUBLIC, State of Florida

  
Notary Printed Name

My Commission Expires:

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**CERTIFICATE ACCEPTING DESIGNATION AS REGISTERED AGENT**

I HEREBY CERTIFY that I have accepted the designation as Registered Agent of

**ELAMAR SOFTWARE, INC.**

and agree to serve as its agent to accept service of process within this State as its Registered office.

  
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ROBERT I. SHAPIRO

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TALLAHASSEE, FLORIDA

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