

10/14/98

FLORIDA DIVISION OF CORPORATIONS

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NAME: SOFT BYTE SYSTEMS INC.

AUDIT NUMBER.....H98000019078

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 14, 1998

EMPIRE

SUBJECT: SOFT BYTE SYSTEMS INC.
REF: W98000023361

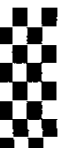
We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Article ARTICLE VIII states there will be 2 director(s), whereas 1 is/are listed.

If you have any further questions concerning your document, please call (850) 487-6067.

Neysa Culligan
Document Specialist

FAX Aud. #: H98000019078
Letter Number: 498A00050962



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(6)

ARTICLES OF INCORPORATION

OF

SOFT BYTE SYSTEMS INC.

We, the undersigned, hereby associate ourselves together for the purpose of becoming incorporated under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, liability, rights privileges, and immunities of corporation.

ARTICLE I

The name of this corporation shall be:

SOFT BYTE SYSTEMS INC.

ARTICLE II

The corporation shall carry on any and all of the things permitted by law governing corporations as full and to the same extent as natural persons might or could do within or without the continental limits of the United States.

To purchase, lease or otherwise acquire, own, hold, sell, mortgage, charge or otherwise dispose of, invest, trade and deal in and with real and personal property of every kind and description.

To do each and everything necessary, suitable or proper thing for the accomplishment of any of the above purposes.

Prepared by David Iverson, Esq.
Florida Bar 405190
4699 SW 72 Ave, Miami, FL 33155
(305) 669-1355

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ARTICLE III

The total number of shares of capital stock which may be issued by this corporation shall be **ONE THOUSAND SHARES AT TEN (\$10) DOLLARS PAR VALUE.**

ARTICLE IV

The amount of capital with which business shall begin is **ONE THOUSAND DOLLARS (\$1,000).**

ARTICLE V

The existence of the corporation shall be perpetual.

ARTICLE VI

The address of the corporation is:
4699 SW 72nd Avenue
Miami, Fl. 33155

ARTICLE VII

The number of Directors can be one and no more than seven (7), and the number to be elected for the first year and until changed by vote of the stockholders at any annual meeting shall be on (1) Director.

ARTICLE VIII

The names and addresses of the Directors and officers who shall serve until their successors are elected are:

Jose Guilarte, President and Director, c/o 4699 SW 72nd Ave. Miami, Fl. 33155

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ARTICLE VIII(a)

REGISTERED AGENT

The street address of the initial registered agent office of this corporation is, 4699 SW 72nd Ave., Miami, Fl. 33155, and the name of the initial registered agent of this corporation at that address is David Iverson.

ARTICLE IX

The Directors shall have the power to issue stock in payment for property, or labor, or services after and provided the value of such property, labor or services shall have been determined by resolution of the stockholders.

The Directors shall have power to authorize and cause to be executed mortgage and franchises of this corporation and to borrow money thereon without limit as to amount, provided such action shall have first been authorized by the holders of a majority of the stock entitled to vote.

No Director shall be disqualified by his office from contraction with the company, either as vendor, purchaser or otherwise, nor shall any such contract, nor any contract or arrangement entered into by or on behalf of the company in which any Director shall be in any way interested, be voided. nor shall any Director so contracting, or being interested, be liable to account to the Company for any profit realized in any such contract or arrangement by reason of such Director holding the office or by the fiduciary relationship thereby established; but the nature of the Director's interest must be disclosed by him at the meeting of the Board of Directors at which the contract or arrangement is determined on, if his interest is then existing, or in any other case,

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at the first meeting of Directors after the acquisition of this interest.

Stockholders shall have the power to elect at any annual or special meeting a new Board of Directors, and the newly elected Directors shall replace the former Directors when directed by resolution of the stockholders.

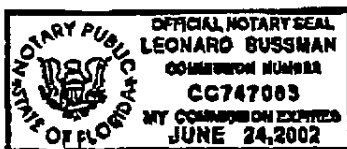
The By-Laws shall determine whether and to what extent the accounts and books of this corporation, or any of them, shall be open to the inspection of the stockholders, and no stockholders shall have any right to inspect any account, or book, or document of this corporation except as conferred by laws or by the By-Laws, or by resolution of the stockholders.

The stockholders and Directors shall have power to hold their meetings and keep the books, documents, and papers for the corporation outside the State of Florida, and at such places as may be from time to time designated by the By-Laws or by resolution of the stockholders, except as otherwise required by the laws of the State of Florida.

This corporation reserves the right to amend, alter, change, or repeal any provision contained in this certificate of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on officers, directors, and stockholders herein are granted subject to this reservation.


Notary Public - Signature


David Iverson
Incorporator and Secretary



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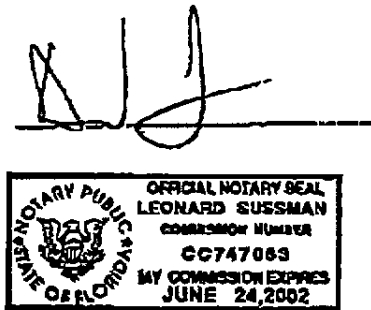
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IN WITNESS WHERE OF, the undersigned has this 2 day of October, 1998
made and subscribed this Certificate of Incorporation for the purpose of forming a corporation
pursuant to an Act of Legislature of the State of Florida.

SWORN TO AND SUBSCRIBED before me this 2 day of October, 1998 by
DAVID IVERSON, Personally known to me and who did take an oath.

4699 SW 72nd Ave.
Miami, Florida 33155


Notary Public - Signature



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TALLAHASSEE, FLORIDA

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

Pursuant to chapter 48.091, Florida Statutes, the following is submitted, in compliance
with this Act:

INC.,
First- That SOFT BYTE SYSTEMS organized under the laws of the State of Florida with
its principal office, as directed in the Articles of Incorporation at Miami, State of Florida, has
named David Iverson, located at: 4699 SW 72nd Ave., Miami, Florida 33155, City of Miami, State
of Florida, as its agent to accept service of process
with this State.

ACKNOWLEDGMENT:

I having been named to accept service of process for the above state corporation, at place
designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the
provision of said Act relative to keeping open said office.


Registered Agent

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