

F99000002533

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: DATAdevise Inc SA
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Anthony Robledo CPA 500002873585--5
(Name of Person) -05/13/99-01049--005
*****87.50 *****87.50
SAENZ, Robledo SAK & Co.
(Firm/Company)
8180 NW 36 St. #100
(Address)
MIAMI FL 33166
(City/State/Zip) W99-11510

Should you need to call someone concerning this matter, please call:

A. Robledo at 305 477 6969
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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Enclosed is a check for the following amount:

☐ \$70.00 Filing Fee

☐ \$78.75 Filing Fee &
Certificate of Status

☐ \$78.75 Filing Fee &
Certified Copy

☒ \$87.50 Filing Fee,
Certificate of Status &
Certified Copy

20 pgs

SAENZ, ROBLEDO, SAX & COMPANY, P.A.

CERTIFIED PUBLIC ACCOUNTANTS AND CONSULTANTS

8180 N.W. 36 STREET, #100 • MIAMI, FLORIDA 33166-6650

Telephone: 305 477-6969 • Fax: 305 592-9699

Email: consult@srsca.com

EDUARDO S. GONZALEZ, C.P.A.

ANTHONY ROBLEDO, C.P.A.

RAUL M. SAENZ, C.P.A.

ROBERT J. SAX, C.P.A.

SHABIR H. SONGERWALA, C.P.A.

CIRA H. VILLAZON, C.P.A.

Ft. LAUDERDALE OFFICE

1244 N. University Drive

Plantation, Florida 33322

Telephone: 954 370-2727

Fax: 954 370-2776

May 11, 1999

Qualifications/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

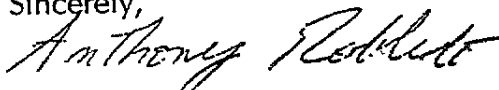
re: Datadevice, Inc. S.A.

Ladies & Gentlemen:

Enclosed please find the Application of a Foreign Corporation to Transact Business in Florida and a check in the amount of \$87.50 for processing fees. Our office was informed by representatives of Argentina, the turn-around time from Argentina and the United States regarding mail, can go from three to four months and getting documents dated within the time required creates quite a problem. We hope the information submitted will be accepted as such.

Should you need further information, please call our office.

Sincerely,



ANTHONY ROBLEDO

For The Firm:
SAENZ, ROBLEDO, SAX & COMPANY, P.A.

AR/gbh

enc.

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

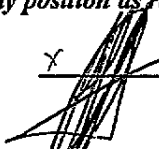
IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A
FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. DATADEVICE, INC. SA
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. ARGENTINA
(State or country under the law of which it is incorporated)
3. _____
(FEI number, if applicable)
4. MARCH 18, 1998
(Date of incorporation)
5. 20 YEAR
(Duration: Year corp. will cease to exist or "perpetual")
6. _____
upon qualification
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. FORMOSA 437 1 "B" CAPITAL FEDERAL
BUENOS AIRES -ARGENTINA
(Current mailing address)
8. MARKETING, SALES, DISTRIBUTION, IMPORT AND EXPORT OF ELECTRONICS EO.
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)
Name: R.J. Siciliano
Office Address: 10560 N.W. 27 ST. #101C
MIAMI FL 33172-2151, Florida, 33172
(Zip code)

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TALLAHASSEE FLORIDA

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: RAFAEL JOSE SICILIANO

Address: CALLE IRIGOYEN 1308

BUENOS AIRES -ARGENTINA

Vice Chairman: MARIA ANTONIA GRACIELA CORBO

Address: CALLE IRIGOYEN 1308

BUENOS AIRES -ARGENTINA

Director: GABRIEL GUSTAVO SICILIANO

Address: IRIGOYEN 1308 "PB"

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. X

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. RAFAEL JOSE SICILIANO

(Typed or printed name and capacity of person signing application)



TRANSLATION: CERTIFICATE OF INCORPORATION

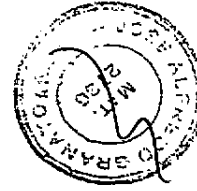
CERTIFIED COPY. - B 009407977

The document is printed on legal paper which bears the header of the Association of Public Notaries. On the first page there appears a stamp, which reads: "Department of Justice - Justice Inspection Office" with the national emblem. On the right margin each front page bears the seal of the Justice Inspection Office with the different folio numbers .

FOLIO 142 - FIRST CERTIFIED COPY- DEED NUMBER SIXTY. In the City of Buenos Aires, capital of the Argentine Republic, on this eighteenth day of the month of March, one thousand nine hundred and ninety-eight, before me, Authorizing Notary Public, **APPEAR:** the married couple, Mr. Rafael Jose **SICILIANO**, born on June 13, 1941, Argentinean, identity document number 4.378.892, electronic engineer and Ms Maria Antonia Graciela **CORBO**, born on January 11, 1941, Argentinean, identity document number 3.974.583, trader, both residing at Irigoyen 1308 "PB" in this city, and able and known to me, which I attest. They appear under section 1001 of the Civil Code and **DECLARE:** That they have decided to organize a corporation (*sociedad anónima*) to be ruled by the following by-laws which they propose as per the provisions of Act 19.550 and its amendments. -----

1) NAME OF THE CORPORATION, PLACE OF BUSINESS, DURATION AND PURPOSE. SECTION ONE: The corporation name shall be "DATADEVICE INC SA" with legal domicile in the City of Buenos Aires. **SECTION TWO:** The term of duration is twenty years to be counted from the date of registration with the Justice Inspection Office. **SECTION THREE:** The purpose of the corporation is to carry out, by itself or by third parties, or in association with third parties, anywhere in the Argentine Republic or overseas, the following activities: marketing, sales, distribution, import and export of: electronic equipment, components, modules, including software and any electronic or electric accessories. **SECTION FOUR:** The

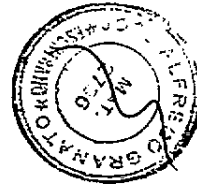
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Capital Stock is of TWELVE THOUSAND Pesos represented by 12,000 shares with a par value of one peso each. The capital stock may be increased (On the back of the page there appears the above mentioned seals and the number B 009407977)-----

up to five times as per the provisions of section 188 of Act 19.550, by a decision of the General Meeting of Stockholders'. SECTION FIVE: Shares of stock shall be NOMINATIVE, non-endorsable, common or preferred, the latter, entitled to a privileged dividend payment, either cumulative or not, as per conditions of issue. They can also have additional profit-sharing. SECTION SIX: Any shares or provisional certificates thereof to be issued shall be as per the provisions of section 211 of Act 19.550. Certificates representing more than one share may be also issued. SECTION SEVEN: In case of payment of shares in arrears, the Board of Directors may act in accordance with the provisions of section 193 of Act 19.550. -----

MANAGEMENT AND AGENCY: SECTION EIGHT: The corporation's management shall be vested in a Board of Directors composed by the number of members designated by the General Meeting of Stockholders' and it shall have a minimum of one and a maximum of 4 members, and they shall be in office for a term of three years. The General Meeting of Stockholders' shall also designate alternate members in the same or a smaller number and for the same term so as to replace any vacancies produced, in the same order as they were designated. The Directors shall, on the first meeting, designate a president and, if it is a multiple body, it may also designate a vice-president who may replace the president in case of absence or impediment. The Board of Directors shall hold meetings with the majority of its members and its decisions shall be made by the majority of votes present. The directors' compensation shall be fixed by the General Meeting of Stockholders'. In the case of a Board of only one member, it is hereby expressly stated that in case of absence or impediment of the President, the alternate Director -----



(On the next page there appears the above mentioned headers and the number B 009407978). -----

shall automatically officiate, with all the powers of agency and use of the corporate authority. The Alternate Director may record said event in a corporate minute. SECTION NINE: Directors must submit the following guarantee: they shall deposit One Thousand Pesos in the corporation's cash account. SECTION TEN: The Board of Directors shall have full powers to manage and dispose of any corporate property, including those powers for which a Special Power of Attorney is required, as per the provisions of section 1881 of the Civil Code and Section Nine of Decree Law 5.965/63. Therefore the Board may, on behalf of the corporation, carry out any legal acts in order to pursue the corporate purpose, including transactions with any banks, financial institutions or credit companies, whether state-owned or private, and specifically, with the following Banks: "*de la Nacion Argentina*" and "*de la Provincia de Buenos Aires*". The Board may organize agencies, branches or any other form of representation either locally or overseas; it may grant powers of attorney to one or more persons, including those powers of attorney to criminally prosecute or powers for out-of-court purposes and with the scope that the Board may deem appropriate. The legal representation of the corporation shall rest with the president of the Board. In the event of absence or impediment of the latter, said representation shall be vested in the Vice-President and/or Alternate Director, as it may apply. SECTION ELEVEN: The corporation shall not use any controllers; members may inspect any corporate books and documents and request from managers any reports they may deem appropriate. In the event that, due to an increase in capital stock, the corporation should be affected by the provisions of section 299 of Act 19.550, an acting controller and an alternate controller shall be designated for a term of two years. -----



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SHAREHOLDERS' MEETINGS: SECTION TWELVE: All the shareholders' meetings shall be called as per the provisions of section 237 of Act 19.550, notwithstanding what is therein provided for in the case of unanimous meetings. Quorum and majority vote are as per the provisions of sections 243 and 244 of Act 19.550, according to the type of meeting, type of call, and issues to be discussed, with the exception of the quorum for a Special Meeting in a second call, which will be carried out, irrespective of the number of shares with a right to vote that are present. SECTION THIRTEEN: Each common share subscribed has a right to one to five votes, as per the provisions of issue. Preferred stock may or may not have voting rights. SECTION FOURTEEN: The fiscal year shall end on October 31 of every year. At that date, financial statements shall be prepared as per the provisions in force and according to the technical standards that may apply. The Stockholders' Meeting may change the closing date of the fiscal year by registering the corresponding resolution with the Justice Inspection Office and reporting said resolution to the Controlling Authority. Any net or earned profits shall be distributed in the following manner: a) Five per cent, until reaching twenty per cent of the authorized capital stock, for the legal reserve. b) for compensation of Directors, and Controllers, if applicable. c) for dividends of preferred stock with a priority over any unpaid cumulative ones. d) The total balance either wholly or partially for additional participation of preferred stock and for dividends of common stock or will be allocated to reserve funds or for any purpose determined by the Stockholders' Meeting. Dividends shall be paid pro-rata to the stock paid-up within any one year.

SECTION FIFTEEN: In the event of dissolution of the corporation

(On the next page there appears the above mentioned headers and the number B 009407979). -----



due to any of the reasons provided for in Section 94 of Act 19.550, liquidation shall be made by the Board or by the liquidator/s designated by the Stockholders' Meeting. Upon dissolution, once debts have been paid and stock has been refunded, the remainder shall be distributed among the stockholders in the preferred order indicated in Section Fourteen above. Capital stock is subscribed and paid in as follows: -----

NAME, SHARES, SUBSCRIPTION, KIND OF SHARES, PAY-IN
AMOUNT, TYPE OF CONTRIBUTION, FORM OF CONTRIBUTION.

The total shares of stock are to be subscribed and issued as follows: Rafael Jose SICILIANO six thousand common, nominative, non-endorsable shares with one right to vote each and Maria Antonia Graciela CORBO, six thousand common, nominative, non-endorsable shares with one right to vote each. In this act, the shareholders pay in the amount of five thousand pesos, corresponding to twenty-five per cent of the total amount of the capital, which is Twenty Thousand Pesos. The remainder shall be paid in within a term of two years to be counted from the date of incorporation, on the conditions and terms specified by the Board. Designated Members for the Board: PRESIDENT: Rafael Jose SICILIANO. Vice-President: Maria Antonia Graciela CORBO. ALTERNATE DIRECTOR: Gabriel Gustavo SICILIANO. Mr. Gabriel Gustavo SICILIANO, who was born on October 13, 1967, Argentinean, Single, Identity Document Number 18.276.986, trader, residing at Irigoyen 1308 "PB" in this city, and able and known to me, which I attest, personally appeared hereupon in compliance with section 1001 of the Civil Code and DECLARES: that he expressly accepts his designation for said position. AT THIS STAGE,

(On the back of the page, on top, there appears the above mentioned seals and the number B 009407979) -----

the members also declare: 1) That pursuant to sections 165 and following of Act 19.550, they incorporate "DATADEVICE INC SA", which shall be



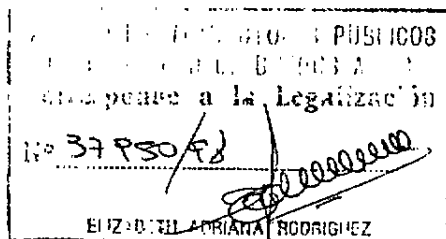
ruled by these by-laws upon their registration with the Justice Inspection Office, and they request that I deliver a testimonial copy hereof for the corresponding legal purposes. 2) That pursuant to sections 183 of Act 19.550 they empower the Board to carry out all and any necessary acts to procure the corporate purpose while the corporation is being registered. To any applicable effects and out of the By-laws, they resolve to establish the corporate place of business at: FORMOSA 437 1 "B" CAPITAL FEDERAL, and to empower the Notary authorizing this deed and/or any person appointed by him, to appear before the Justice Inspection Office and any other Agency or Institution and to carry out any necessary acts or proceedings to obtain approval from the enforcing authority and registration of this corporation, with the powers to replace, accept or propose any amendments thereof. AFTER THIS DEED WAS READ AND RATIFIED, the appearing parties accept it and sign it before me, I attest. RAFAEL JOSE SICILIANO. MARIA ANTONIA GRACIELA CORBO.: GABRIEL GUSTAVO SICILIANO. Under my seal. JOSE ALFREDO GRANATO. --- This copy is similar to the original deed which I recorded onto Folio 142 of the Notarial Record Book 666 under my responsibility. this FIRST CERTIFIED COPY for the corporation "DATADEVICE SA", under the following stamps of notarial registration: B 009407977 to B 009407979, is given under my hand and seal on the date and place as mentioned. There follows an illegible signature and a seal which reads: "JOSE ALFREDO



GRANATO - NOTARY - Mat 2726. -----

I, Graciela Mabel P. Steinberg, a sworn translator, duly admitted, qualified and sworn in the Public Translator's Association in the city of Buenos Aires, do hereby certify the foregoing to be a true and accurate translation of the original document written in the Spanish language. In witness whereof, I have hereunto set my hand and seal in Buenos Aires, on this 27th day of the month of August, 1998. -----

Yo, Graciela Mabel P. Steinberg, traductora pública matriculada en el Colegio de Traductores Públicos de la ciudad de Buenos Aires, por el presente certifico que el documento que antecede es una traducción fiel al inglés del documento original, escrito en idioma español, al cual me remito en la ciudad de Buenos Aires, a los veintisiete días del mes de agosto de mil novecientos noventa y ocho. -----





**COLEGIO DE TRADUCTORES PUBLICOS
DE LA CIUDAD DE BUENOS AIRES**

REPUBLICA ARGENTINA
LEY 20.305

LEGALIZACION

Por la presente el COLEGIO DE TRADUCTORES PUBLICOS DE LA CIUDAD DE BUENOS AIRES
en virtud de la facultad que le confiere el artículo 10, inc. d) de la Ley 20.305, certifica que la
firma y sello que aparecen en el documento adjunto, concuerdan con los correspondientes
al traductor

que obran en nuestros registros en el folio

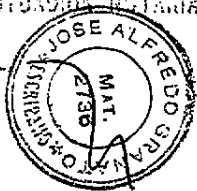
tomo

La presente legalización no juzga sobre el contenido ni sobre la forma del documento.

Buenos Aires,

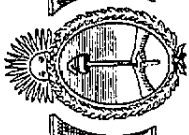
BUENOS AIRES, 3 de Septiembre 1998 - FOTOCOPIA
CERTIFICADA EN EL SELLO DE AUTENTICACION NOTARIAL

Nº 7006764572 -



que
JOSE M. E. FERRERANO
Presidente del Colegio de Traductores Públicos
de la Ciudad de Buenos Aires

ESTA LEGALIZACION NO ES VALIDA SIN EL CORRESPONDIENTE TIMBRADO EN LA ÚLTIMA HOJA DEL DOCUMENTO ADJUNTO



F 006764572

En mi carácter de Escribano Titular del Registro Notarial 666

CERTIFICO que el documento adjunto, extendido en OCHO. foja/s, que sello

y rubrico, es/son COPIA/S FIEL de su original, que tengo a la vista, doy fe.

Buenos Aires, 3 de septiembre de 19 98 .-

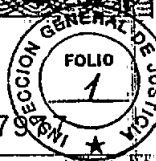
Jose Alfredo Granato



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SECRETARY OF STATE
TALLAHASSEE FLORIDA



ACTUACION NOTARIAL

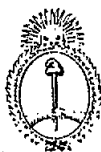


TESTIMONIO

B 009407

1 FOLIO 142.- PRIMER TESTIMONIO.- ESCRITURA NUMERO SESENTA.- En la Ciu
2 dad de Buenos Aires, Capital de la República Argentina, a los diecio
3 cho días del mes de marzo de mil novecientos noventa y ocho, ante mi
4 Escribano Público Autorizante, COMPARECEN: los cónyuges en primeras
5 nupcias don Rafael José SICILIANO, nacido el 13 de junio de 1941, ar
6 gentino, libreta de enrolamiento 4.378.892, ingeniero electrónico, y
7 doña María Antonia Graciela CORBO, nacida el 11 de enero de 1941, ar
8 gentina, libreta civil 3.974.583, comerciante, domiciliados en la
9 calle Irigoyen 1308 "PB" de esta ciudad, personas hábiles y de mi co
10 nocimiento doy fe; que se individualizan en los términos del artículo
11 1001 del Código Civil, como que DICEN: Que han resuelto constituir una
12 sociedad anónima que se regirá por el siguiente estatuto que otorgan
13 de acuerdo a lo dispuesto por la ley 19.550 y sus reformas: 1) DENOMI
14 NACION, DOMICILIO, PLAZO, Y OBJETO.- ARTICULO PRIMERO: La sociedad se
15 denomina "DATADEVICE INC SA".- Tiene su domicilio legal en la Ciudad
16 de Buenos Aires.- ARTICULO SEGUNDO: Su duración es de veinte años
17 contados desde la fecha de su inscripción en la Inspección General de
18 Justicia.- ARTICULO TERCERO: Tiene por objeto dedicarse por cuenta
19 propia o de terceros o asociada a terceros, en cualquier parte de la
20 República o del extranjero a las siguientes actividades: Comercializa
21 ción, venta, distribución, exportación e importación de equipos, com
22 ponentes, módulos electrónicos y para electrónica, incluye software y
23 todos los accesorios de electrónica y electricidad.- ARTICULO CUARTO
24 El Capital Social es de Pesos DOCE MIL representado por 12.000 accio
25 nes de pesos Uno valor nominal cada una.- El Capital puede ser aumen

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B 009407977

tado por decisión de la asamblea ordinaria hasta el quintuplo de su
monto conforme al artículo 188 de la ley 19.550.- ARTICULO QUINTO: Las
acciones serán nominativas no endosables, ordinarias, privilegiadas o
preferidas.- Estas últimas tienen derecho a un dividendo de pago pre-
ferente de carácter acumulativo o no, conforme a las condiciones de su
emisión.- Puede también fijarseles una participación adicional en las
ganancias.- ARTICULO SEXTO: Las acciones o certificados provisionales
que se emitan contendrán las menciones del artículo 211 de la ley 19.
550.- Se pueden emitir títulos representativos de más de una acción.-
ARTICULO SEPTIMO: En caso de mora en la integración del capital, el
directorio podrá proceder de acuerdo con lo determinado por el artícu-
lo 193 de la Ley 19.550.- ADMINISTRACION Y REPRESENTACION: ARTICULO
OCTAVO: La administración de la sociedad estará a cargo de un directo-
rio compuesto del número de miembros que fije la asamblea entre un
mínimo de 1 y un máximo de 4 con mandato por 3 años.- La asamblea debe
designar suplentes en igual o menor número que los titulares y por el
mismo plazo, a fin de llenar las vacantes que se produjeran en el or-
den de su elección.- Los directores en su primera sesión deben desig-
nar un presidente y en caso de elegirse directorio colegiado, podrán
elegir un vicepresidente, éste último reemplazará al primero en caso
de ausencia o impedimento.- El directorio funciona con la presencia de
la mayoría de sus miembros, resuelve por la mayoría de votos presen-
tes.- La asamblea fija la remuneración del directorio.- Para el caso
del directorio unipersonal se prevee expresamente que en caso de impe-
dimento o ausencia del Presidente, asumirá en forma automática el Di-



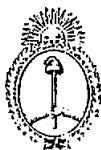
ACTUACION NOTARIAL



TESTIMONIO

B 0094079

1 rector Suplente con todas las atribuciones de representación y uso de
2 la firma social.- El Director Suplente, podrá hacer constar tal hecho
3 en acta de la sociedad.- ARTICULO NOVENO: Los directores deben prestar
4 la siguiente garantía: depositarán Pesos Mil en la caja de la socie-
5 dad.- ARTICULO DECIMO: El directorio tiene todas las facultades para
6 administrar y disponer de los bienes, incluso aquellas para las que se
7 requieren poderes especiales, conforme al artículo 1881 del Código Ci-
8 vil y noveno del Decreto Ley 5.965/63.- Puede en consecuencia celebra-
9 en nombre de la sociedad toda clase de actos jurídicos que tiendan al
10 cumplimiento del objeto social, entre ellos operar en toda clase de
11 bancos, compañías financieras o entidades crediticias oficiales y pri-
12 vadas, especialmente los Bancos: de la Nación Argentina y de la Pro-
13 vincia de Buenos Aires.- Puede establecer agencias, sucursales u otras
14 especie de representación dentro o fuera del país; otorgar a una o más
15 personas poderes judiciales inclusive para querellar criminalmente o
16 extrajudiciales con el objeto y extensión que juzgue conveniente.- La
17 representación legal de la sociedad corresponde al presidente del di-
18 rectorio.- En caso de ausencia o impedimento de éste le corresponde al
19 Vicepresidente y/o al Director Suplente, en sus casos respectivos.
20 ARTICULO DECIMO PRIMERO: La sociedad prescindirá de la sindicatura
21 los socios pueden examinar los libros y papeles sociales y recabar del
22 administrador los informes que estimen pertinentes.- En caso que: po-
23 quedar la sociedad, por aumento de su capital, comprendida dentro de
24 las estipulaciones del artículo 299 de la Ley 19.550, se designará un
25 síndico titular y otro suplente con mandato por 2 años.- ASAMBLEAS.



B 009407978

ARTICULO DECIMO SEGUNDO: Toda asamblea debe ser citada en la forma es- 26
tablecida por el artículo 237 de la Ley 19.550, sin perjuicio de lo 27
allí dispuesto para el caso de asamblea unánime.- Rigen el quorum y 28
mayorías que determinan los artículos 243 y 244 de la Ley 19.550, se- 29
gún la clase de asambleas, convocatoria y materias que se traten, ex- 30
cepto el quorum de la Asamblea extraordinaria en segunda convocatoria 31
que se celebrará cualquiera sea el número de acciones presentes con 32
derecho a voto.- ARTICULO DECIMO TERCERO: Cada acción ordinaria sus- 33
cripta confiere derecho de uno a cinco votos conforme se determine al 34
emitirla.- Las acciones preferidas pueden emitirse con o sin derecho a 35
voto.- ARTICULO DECIMOCUARTO: El ejercicio social cierra el día 31 de 36
octubre de cada año.- A esa fecha se confeccionarán los estados con- 37
tables conforme a las disposiciones en vigencia y normas técnicas de 38
la materia.- La asamblea puede modificar la fecha de cierre del ejer- 39
cicio, inscribiendo la resolución pertinente en la Inspección General 40
de Justicia y comunicándolo a la Autoridad de Control.- Las ganancias 41
realizadas y líquidas se destinan: a) Cinco por ciento hasta alcanzar 42
el veinte por ciento del capital suscrito para el fondo de reserva 43
legal.- b) A remuneración del Directorio y Síndico, en su caso.- c) A 44
dividendo de las acciones preferidas con prioridad a los acumulativos 45
impagos.- d) El saldo en todo o en parte a participación adicional de 46
las acciones preferidas y a dividendo de las ordinarias o a fondos de 47
reserva o al destino que determine la asamblea.- Los dividendos deben 48
ser pagados en proporción a las integraciones dentro del año de su 49
sancción.- ARTICULO DECIMO QUINTO: Disuelta la sociedad por cualquiera 50



ACTUACION NOTARIAL

LEY 2000



TESTIMONIO

B 009407

1 de las causales del Artículo 94 de la Ley 19.550, la liquidación la
2 hará el directorio o el o los liquidadores designados por la asamblea.
3 a.- Cancelado el pasivo y reembolsado el capital, el remanente se re-
4 partirá entre los accionistas con las preferencias indicadas en el ar-
5 tículo anterior.- El capital se suscribe e integra así: NOMBRE, AC-
6 CIONES, SUSCRIPCION, CLASE DE ACCION, MONTO DE INTEGRACION, NATURALEZA
7 DEL APORTE, APORTE MODALIDAD.- Se suscriben y emiten la totalidad de
8 las acciones de acuerdo al siguiente detalle: Rafael José SICILIANO
9 Seis Mil acciones nominativas no endosables ordinarias, con derecho a
10 un voto cada una, y María Antonia Graciela CORBO, Seis Mil acciones
11 nominativas no endosables ordinarias, con derecho a un voto cada una.
12 Del capital de Pesos Veinte Mil, por todas las acciones emitidas y
13 suscriptas, integran en éste acto los accionistas en proporción a su
14 suscripción la suma de Pesos Cinco Mil, correspondientes al veinticin-
15 co por ciento del total.- El resto del monto se integrará en el plazo
16 de dos años a contar de la fecha de inscripción de la sociedad en el
17 tiempo y forma que resuelva el Directorio.- Se designa para integrar
18 el directorio: PRESIDENTE, don Rafael José SICILIANO.- VICEPRESIDENTE
19 María Antonia Graciela CORBO.- DIRECTOR SUPLENTE: Gabriel Gustavo SI-
20 CILIANO.- PRESENTE al acto don Gabriel Gustavo SICILIANO, nacido el 1
21 de octubre de 1967, argentino, soltero, documento nacional de identi-
22 dad 18.276.986, comerciante, domiciliado en la calle Irigoyen 1308
23 "PB" de esta ciudad, persona hábil y de mi conocimiento, doy fe, que
24 individualizo en los términos del artículo 1001 del Código Civil, y
25 DICE: Que acepta expresamente el cargo conferido.- EN ESTE ESTADO los



B 009407979

socios agregan: 1) Que de acuerdo a los artículos 165 y siguientes de la ley 19.550 declaran constituida "DATADEVICE INC S.A", la que se girará por éstos estatutos una vez inscriptos en la Inspección General de Justicia, solicitándome expida testimonio de ésta a los efectos legales pertinentes.- 2) Que de acuerdo al artículo 183 de la ley 19.550 autorizan al Directorio a efectuar todos los actos que tiendan al cumplimiento del objeto social durante el periodo inscriptorio.- A los efectos pertinentes y ya fuera del Estatuto otorgado, resuelven fijar la sede social en FORMOSA 437 1°B CAPITAL FEDERAL.- Y autorizar al Escribano Autorizante de ésta escritura, y/o a la persona que este designe para que en forma indistinta, se presenten ante la Inspección General de Justicia y cualquier otra Repartición o Institución; y realicen todos los actos y gestiones necesarios para obtener la conformidad de la autoridad de contralor y la inscripción de la presente sociedad; con facultades de sustituir; aceptar o proponer modificaciones a la misma.- LEIDA Y RATIFICADA, así la otorgan y firman por ante mí, doy fe.- RAFAEL JOSE SICILIANO.- MARIA ANTONIA GRACIELA CORBO.- GABRIEL GUSTAVO SICILIANO.- Está mi sello.- JOSE ALFREDO GRANATO.- CONCUERDA con su escritura matriz, que pasó ante mí al folio 142 del Registro Notarial 666 a mi cargo.- Expedido para la sociedad "DATADEVICE S.A", PRIMER TESTIMONIO, en los siguientes sellos de actuación notarial: B 009407977 al B 009407979, que sello y firmo en el lugar y fecha de su otorgamiento.-



[Firma manuscrita]

INSPECCION GENERAL DE JUSTICIA 1998 Año de los Municipios

Hoja 1

Tramite Numero 00291
Descripcion CONSTITUCION TRAM. PRECALIFICADO

FILED
99 MAY 13 AM 10:14
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Numero expediente 1648827
Razon social DATADEVICE INC
(antes)

Inscripto en este Registro bajo el numero 3944
de SOCIEDADES POR ACCIONES
escritura/s 60-

del libro 1 , tomo -

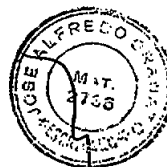
y/o instrumentos privados

Buenos Aires, 16/06/98

Contar: *0

<Reempl...

BUENOS AIRES, 3 septiembre 1998 - FOTOCOPIA
AUTENTICADA EN EL CELLO DE AUTUACION NOTARIAL
700676 4571-



[Signature]
Dra. PATRICIA LAURA MAZZADI
JEFE
DEPARTAMENTO REGISTRAL





F 006764571

En mi carácter de Escribano Titular del Registro Notarial 666

CERTIFICO que el documento adjunto, extendido en CUATRO. foja/s, que sello

y rubrico, es/son COPIA/S FIEL de su original, que tengo a la vista, doy fe.

Buenos Aires, 3 de septiembre de 1998.



[Handwritten signature]

