

POOOOOOO8516  
**IMMIGRATION**  
**LEGAL CENTER OF AMERICA, P.A.**

CLEARWATER • TAMPA  
WORLDWIDE OFFICES:  
CARACAS, VENEZUELA • CURITIBA, BRAZIL • MONTREAL, CANADA • DUBLIN, IRELAND

MARK R. WEINER\*  
CHANDRA MITCHELL  
ASSOCIATE ATTORNEY\*\*

OF COUNSEL:  
WALTER MACEDO, BRAZILIAN BAR  
SAM KULIK, CANADIAN BAR  
THOMAS LOOMES, IRISH BAR

REPLY TO: ☒ 1411 NORTH WESTSHORE BLVD, SUITE 110  
TAMPA, FLORIDA 33607  
(813) 286-2300 • TELECOPIER (813) 286-1900

☐ 628 CLEVELAND STREET, SUITE 302  
CLEARWATER, FLORIDA 33755  
(727) 441-3014 • TELECOPIER (727) 442-0292

☐ 5135 W. CYPRESS STREET, SUITE 102  
TAMPA, FLORIDA 33607  
(813) 282-0671 • TELECOPIER (813) 282-1317

January 12, 2000

**Priority /Certified Mail**  
**Return Receipt Requested**

Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, Fl. 32314

700003102307--3  
-01/19/00--01033--017  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

**RE: FLOWSOFT USA, Inc.**

Dear Sir/ Madam:

Enclosed is an original and a copy of the Articles of Incorporation of **FLOWSOFT USA**, as well as a firm check in the amount of Seventy Eight Dollars and Seventy Five cents (\$78.75).

Please return the certified copy of the Articles of Incorporation to this office at the above address.

In the meantime, should you have any questions, please do not hesitate to contact this office.

Sincerely yours,

IMMIGRATION  
Legal Center of America, P.A.

MARK R. WEINER  
Immigration Attorney

MRW/sp

*Mark Weiner* **GAVE**  
**AUTHORIZATION BY PHONE TO**  
**CORRECT** *corp Name and r.a. address*  
**DATE** *1-26-00*  
**DOC. EXAM** *aje*



\*FLORIDA BAR BOARD CERTIFIED AS A SPECIALIST IN IMMIGRATION AND NATIONALITY LAW

\*\* LICENCED IN THE STATE OF TEXAS

WWW.FORAVISALUSA.COM

*aje/1/26*

**ARTICLES OF INCORPORATION  
OF  
FLOWSOFT USA, INC.**

The undersigned, desiring to form a corporation for profit pursuant to the laws of the State of Florida, does hereby certify as follows:

**ARTICLE ONE**

The name of this corporation shall be:

**FLOWSOFT USA, INC.**

**ARTICLE TWO**

The general nature of the business to be transacted by the corporation and the purpose for which it is formed are to be as follows:

(a) **INFORMATION TECHNOLOGY AND NETWORKING SERVICES** in the State of Florida pursuant to the laws of Florida and the U.S.A.

(b) To do any activity as a corporation organized under Chapter 607 of the Florida Statutes may now or hereafter lawfully do, to do, and for the accomplishment of any of the purposes or the attaining of any of the objects enumerated in these Articles of Incorporation, or any of the amendments hereof, either as principal or agent, and either alone or in connection with other firms, corporations or individuals, all and everything necessary, suitable, convenient, or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more objects herein enumerated, or designed directly or indirectly to promote the interest of this corporation or to enhance in and carry on any and every lawful activity in any manner whatsoever not prohibited by law, whether

or not the same be necessary or incident to the attainment of the objects of this corporation, or whether or not such activity is similar in nature to the objects set forth in these Articles of Incorporation or any and all powers, rights, and privileges which a corporation may now or hereafter be organized, authorized, or empowered to do or exercise under Chapter 607 of the Florida Statutes, or under any act amendatory thereto, supplemental thereto, or substituted therefor.

(c) The foregoing paragraph shall be construed as enumerating the purposes, objects, and powers of this corporation and no recitation, expression or declaration of specific powers or purposes herein enumerated shall be deemed to be exclusive, but it is hereby expressed and declared that all other lawful powers not inconsistent herewith are hereby included.

### **ARTICLE THREE**

The term for which this corporation shall exist shall be perpetual.

### **ARTICLE FOUR**

The maximum amount of capital stock that the corporation is authorized to have outstanding shall be 7500 shares at a par value of \$1.00 per share, each share of which shall entitle the owner thereof to one vote at any meeting of the stockholders. The whole or any part of the capital stock of this corporation shall be payable as lawful money of the United States of America, or property, at a just valuation to be fixed by the stockholders.

### **ARTICLE FIVE**

The beginning capital of this corporation shall be \$7,500.00.

## ARTICLE SIX

The corporation shall not have directors.

## ARTICLE SEVEN

The street address in the State of Florida of the principal office of the corporation is:

125 Gavilan Avenue  
Coral Gables, FL. 33143

## ARTICLE EIGHT

The business of the corporation shall be managed by its officers, who shall be elected annually by the stockholders of the corporation. The initial officers of the corporation shall be as follows:

PRESIDENT: Juan Andres Santaella  
Calle Arismendi, Qta Cotoperi  
Prados del Este  
Caracas, Venezuela 1080

VICE-PRESIDENT: Carlos Santaella  
CCS 1041 - P.O. Box 025323  
Miami, FL. 33102

SECRETARY: Juan Carlos Paredes  
Terrazas de Club Hipico  
Caracas, Venezuela

TREASURER: Beatriz Santaella  
Santa Eduvigis, 2da. Av.  
Resd. Las Penas, Piso 3  
Caracas, Venezuela

**ARTICLE NINE**

The name and address of the person signing these Articles of Incorporation as subscriber is as follows:

Juan Andres Santaella  
Calle Arismendi, Qta Cotoperi  
Prados del Este  
Caracas, Venezuela 1080

**ARTICLE TEN**

The registered agent and registered office of this corporation shall be:

Juan Andres Santaella  
125 Gavilan Avenue  
Coral Gables, FL. 33143

**ARTICLE ELEVEN**

The sale of common stock of the corporation shall be restricted except by mutual agreement of all stockholders.

**ARTICLE TWELVE**

In the event of issuance or sale of corporate shares, the existing stockholders shall have preemptive rights thereto.

IN WITNESS WHEREOF, the undersigned has made, subscribed, and acknowledged these Articles of Incorporation this DEC 13 day of 1999.

  
\_\_\_\_\_  
Juan Andres Santaella

Calle Arismendi, Qta Cotoperi  
Prados del Este  
Caracas, Venezuela 1080

Country of Venezuela )  
City of \_\_\_\_\_ ) ss  
City of \_\_\_\_\_ )  
Embassy of the )  
United States of America )

I HEREBY CERTIFY that on this day before me, a Notary Public authorized in Venezuela aforesaid to take acknowledgments, personally appeared Juan Andres Santaella, to me well known to be the person described in and who executed the foregoing Articles of Incorporation as subscriber and resident agent respectively, and he acknowledged before me that he signed the same and uses and purposes therein set forth.

WITNESS my hand and official seal this 13 DEC 1999 day of 1999.

SANDRA H. BRITO

Consul of the

Sandra H. Brito

United States of America

NOTARY PUBLIC

MY COMMISSION EXPIRES: **DOES NOT EXPIRE**

ACCEPTANCE OF DESIGNATION AS RESIDENT AGENT I, JUAN ANDRES SANTAELLA, hereby accept designation as Resident Agent on this 13 DEC 1999 day of 1999.

Juan Andres Santaella

125 Gavilan Avenue  
Coral Gables, FL 33143

Country of Venezuela )  
City of Caracas ) ss  
City of \_\_\_\_\_ )  
Embassy of the )  
United States of America )

I HEREBY CERTIFY that on this day before me, a Notary Public authorized in Venezuela aforesaid to take acknowledgments, personally appeared Juan Andres Santaella, to me well known to be the person described in and who executed the foregoing Articles of Incorporation as subscriber and resident agent respectively, and he acknowledged before me that he signed the same and uses and purposes therein set forth.

13 DEC 1999

WITNESS my hand and official seal this \_\_\_\_ day of  
1999.

*Sandra H Brito*

NOTARY PUBLIC SANDRA H. BRITO  
MY COMMISSION EXPIRES:

Consul of the  
United States of America

DOES NOT EXPIRE