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779346

000003121980-1
-02/03/00-01001-029
*****78.75 *****78.75

CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

System Specialist USA Inc.

EFFECTIVE DATE
2/1/00

- ☐ Walk In
- ☐ Mail Out
- ☐ Will Wait
- ☐ Photocopy

☐ Pick Up Time

RUSH

☒ Certified Copy

- ☐ Certificate of Status
- ☐ Certificate of Good Standing
- ☐ ARTICLES ONLY
- ☐ ALL CHARTER

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

- ☐ Certificate of FICTITIOUS NAME
- ☐ FICTITIGUS NAME SEARCH
- ☐ CORP SEARCH

FILED
00 JAN -2 AM 10:00
00 FEB -2 PM 4:46
RECEIVED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

T. SMITH FEB 07 2000

Ordered By: _____

Date: _____

W-3056



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 3, 2000

UCC FILING & SEARCH SERVICES, INC.
526 E. PARK AVE.
TALLAHASSEE, FL 32301

SUBJECT: SYSTEM SPECIALIST, USA, INC.
Ref. Number: W00000003056

We have received your document for SYSTEM SPECIALIST, USA, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

In article three there is a conflict in your information of the dates. Please indicate which of these dates you want as the date of existence (effective date). Also you can not choose your date of incorporation. The date of incorporation is the date we get it in this office.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6927.

Tracy Smith
Document Specialist

Letter Number: 300A00005348

Corrected

RECEIVED
00 FEB -7 AM 9:16
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CERTIFICATE OF INCORPORATION

EFFECTIVE DATE
2/1/00

ARTICLE ONE NAME

The name of this corporation shall be: **System Specialist, USA, Inc.**

ARTICLE TWO NATURE OF BUSINESS

This corporation may engage in or transact any or all-lawful business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

FILED
00 JAN -2 AM 10:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE THREE TERMS OF EXISTENCE

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida.

The date on which corporate existence shall begin is: February 1, 2000

Date of Incorporation:

ARTICLE FOUR MINIMUM CAPITAL

The amount of capital with which the Corporation shall begin business, shall not be less than \$ 500.00 (Five Hundred) or such greater as may be required by law.

ARTICLE FIVE NUMBER OF DIRECTORS

The stockholders of the Corporation may, from time to time and at time increase or diminish the size of the Board of Directors of this Corporation, provided that the Corporation shall at all times maintain a minimum of one Director.

ARTICLE SIX CLASSES OF DIRECTORS

The by-laws of this Corporation may provide that the Directors be divided into two or more classes whose terms of office shall respectively expire at different times, provided that at least one of the current Directors shall remain to give continuity to the corporation.

ARTICLE SEVEN AMENDMENT

This Certificate of Incorporation may be amended in any manner consistent with the laws of the State of Florida.

ARTICLE EIGHT CAPITAL STOCK

This Corporation is authorized to issue share of stock as follows:

- A. Designation: The stock of this Corporation shall be known as Common Stock.
- B. Authorized: The maximum number of shares of common stock that this corporation may issue is: 1,000.
- C. Par value: Each share of Common stock shall have the par value of: \$1.00.
- D. Consideration: Shares of Common Stock may be issued in exchange for Cash: real property, labor or service rendered, or any combination for the foregoing. In the absence of fraud in the transaction, the judgment of the Board of Directors as to the value of any such consideration shall be exclusive.
- E. Non-accessibility: Each share of Common Stock shall be issued in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and non-assessable.
- F. Voting Rights: Each share of Common Stock shall entitle the record holder thereof to one vote upon each proposal presented at meetings of the stockholder of the Corporation.
- G. Cumulative Voting: No holder of Common Stock shall be entitle to any right of cumulative voting.
- H. Dividend: Record holders of Common Stock are entitle to receive their pro-rata share of any dividends that may be declared by the Board of Directors out assets legally available for such purpose.
- I. Liquidation Rights: Holders of Common Stock are entitle, in the event of the liquidation or dissolution of this Corporation remaining after payment of all corporate debts and obligations.

ARTICLE NINE SPECIAL VOTING PROVISIONS

The occurrences enumerated in the Article shall not be authorized, nor shall they have any force or effect, unless assented to in writing by holders of the required percentage of this Corporation's stock entitled to vote at the time of the proposal of any such occurrence, the required percentage shall be as follows:

- 1. Amendment of this Certificate of Incorporation:
Required Percentage: 51%
- 2. Sale, leases or exchange all of this corporation's property or assets essential to the business of the corporation:
Required Percentage: 51%
- 3. Merger or consolidation of this Corporation into or with any other corporation:
Required Percentage: 51%
- 4. Voluntary dissolution of this Corporation:
Required Percentage: 51%

PREEMPTIVE RIGHTS

No holder of stock of any class of this Corporation shall be entitled as of right to purchase or subscribe for any part of the unissued stock of the Corporation of any class, or of any additional stock of any class to be issued by reason of any increase of the authorized capital stock of the Corporation, or bonds certificates of indebtedness, debentures or other securities convertible into, or carrying the right purchase, stock of the Corporation; but any such unissued stock of any class, or such additional authorized issued of new stock or of securities convertible into, or carrying the right to purchase stock , may be issued, and disposed of the Board of Directors to such persons, firms, corporations or associations, and upon such terms as the Board of Directors may in their

absolute discretion determine, without offering the stockholders then of record, of any class, any thereof, on the same terms or on any terms, all preemptive or preferential right of purchase of every kind being waived each and every stockholder.

ARTICLE TEN DIRECTORS

The names and addresses of the Directors are as follows:

NAME	ADDRESS	OFFICE
Maria Elena Brackett	6405 N. W. 36 St. Suite 201 Miami, Florida 33166	President, Treasurer, Secretary

REGISTERED AGENT

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

Maria Elena Brackett
6405 N. W. 36 St. Suite 201
Miami, Florida 33166

INDEMNIFICATION

This Corporation shall indemnify any and all its Directors, Officers, Employees or agents, or former Directors, Officers, employees or agents, or any person who may have served at its request as a Director, Officers, employee or agent of any Corporation, partnership, joint venture, trust or other enterprise in which it owns shares of Capital Stock, or of which it is a creditor, against the expenses, including the cost of any Judgment, fines, settlements and council fees, actually and necessarily paid or incurred in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative (and any appeals thereof) to which to any such person or his legal representative may be made a party, or may be threatened to made party, by reason of his alleged acts or omission while being or having been such Director, Officer, employee or agent, provided it shall not be determined by a final determination thereof of the merits that such Director, officer, employee or agent was in any substantial way derelict in the performance of duties, or provided, that such action, suit or proceeding shall be settled without a final determination on the merit and it shall be determined that such Director, Officer employee or agent had not in any substantial way been derelict in the performance of this duties as changed therein, such determination to be made by a majority of the Board of Directors of this Corporation who were not parties to such, action suit or proceeding, though less than a quorum, or by any one or more distrusted person to whom the question may be referred by the Board of Directors. The foregoing right or indemnification shall not be exclusive of any rights to which any Directors, Officers, employee or agent may be entitled as matter of law or which may be lawfully granted to him or her.

SUBSCRIBER INITIAL DIRECTOR AND INITIAL PRINCIPAL OFFICE

The undersigned individual a United States resident, competent to contract excites this Certificate of Incorporation as its sole subscriber and Director until his successors have qualified, following their election or appointment. The street address in Florida of the Principal office of this Corporation. The Corporation may change its principal office at any time.
Subscriber/Directors:

Street Address / Principal Office: 6405 N. W. 36 St. Suite 201 Miami, Florida 33166

In witness Whereof, the undersigned subscriber does make, subscriber, acknowledge and file this certificate for the purpose of forming a corporation for profit under the laws of the State of Florida.

STATE OF FLORIDA
(COUNTY OF DADE) as: **System Specialist, USA, Inc.**

Before me, the undersigned authority, personally appeared to me well known and known to me to be the individual described in and who executed the foregoing Certificate of Incorporation, and who acknowledge before me that the same was executed for the purpose therein expressed. IN WITNESS THEREOF, I have hereunto affixed my hand and official seal at Dade County, Florida;

DATED;

1/29/00

My Commission Expires



[Signature]
NOTARY PUBLIC

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

The Pursuance of Chapter 48,091, Florida Statutes the following is submitted in compliance with said Act::

That: **System Specialist, USA, Inc.**

Desiring to organize under the laws of the State of Florida, with its principle office, as indicated in the Articles of Incorporation at the County of Dade, State of Florida, has named:

Maria Elena Brackett

as its agent to accept service of process with this State. Having been named to accept service of process for the above State Corporation, at the place designated in Certificate, I hereby accept to act in this capacity and agree to comply with the conditions of said Act relative to keeping open said office

By:

[Signature]
RESIDENT AGENT

FILED
00 JAN -2 AM 10:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA