

P00000024396



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 614626 7207481

AUTHORIZATION : *Patricia Pignatelli*

COST LIMIT : \$ 70.00

ORDER DATE : March 7, 2000

ORDER TIME : 12:42 PM

ORDER NO. : 614626-005

CUSTOMER NO: 7207481

CUSTOMER: Mr. Noel Fincheltub  
MR. NOEL FINCHELTUB  
MR. NOEL FINCHELTUB  
1000 Island Boulevard  
Apartment 1506  
Aventura, FL 33160

700003163127--1

DOMESTIC FILING

NAME: ASTERISCO SOFTWARE INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 MAR -8 PM 5:29

RECEIVED  
00 MAR -8 PM 4:36  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

00 MAR -8 PM 5:29

ARTICLES OF INCORPORATION  
OF

ASTERISCO SOFTWARE INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

ASTERISCO SOFTWARE INC.

The address of the principal office of this corporation shall be 1000 Island Boulevard, Apartment 1506, Aventura, Florida 33160, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

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

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 2,500 shares of common stock having \$1.00 par value per share.

#### ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

#### ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

#### ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have three Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Noel Fincheltub Dir.	1000 Island Boulevard, #1506 Aventura Florida 33160
Nicolas Kritzler Dir.	Torre Capriles Fourth Floor, Office 401 Plaza Venezuela Caracas, Venezuela
Fenando Cerceau Dir.	Torre Capriles Fourth Floor, Office 401 Plaza Venezuela Caracas, Venezuela

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS


ARTICLE VII. INCORPORATOR

00 MAR -8 PM 5:29

The name and street address of the incorporator to  
these Articles of Incorporation:

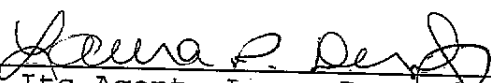
The Company Corporation  
1013 Centre Road  
Wilmington, Delaware 19805

The undersigned incorporator has executed these  
Articles of Incorporation on March 8, 2000.

  
Its Agent, Laura R. Dunlap

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware  
corporation authorized to transact business in this  
State, having a business office identical with the  
registered office of the corporation named above, and  
having been designated as the Registered Agent in the  
above and foregoing Articles, is familiar with and  
accepts the obligations of the position of Registered  
Agent under Section 607.0505, Florida Statutes.

By:   
Its Agent, Laura R. Dunlap

DEW