

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

PO000000417560

Software Max, Inc

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*****78.75 *****78.75

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00 MAY 12 AM 1:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
- ☐ Art of Inc. File
 - ☐ LTD Partnership File
 - ☐ Foreign Corp. File
 - ☐ L.C. File
 - ☐ Fictitious Name File
 - ☐ Trade/Service Mark
 - ☐ Merger File
 - ☐ Art. of Amend. File
 - ☐ RA Resignation
 - ☐ Dissolution / Withdrawal
 - ☐ Annual Report / Reinstatement
 - ☒ Cert. Copy
 - ☐ Photo Copy
 - ☐ Certificate of Good Standing
 - ☐ Certificate of Status
 - ☐ Certificate of Fictitious Name
 - ☐ Corp Record Search
 - ☐ Officer Search
 - ☐ Fictitious Search
 - ☐ Fictitious Owner Search
 - ☐ Vehicle Search
 - ☐ Driving Record
 - ☐ UCC 1 or 3 File
 - ☐ UCC 11 Search
 - ☐ UCC 11 Retrieval
 - ☐ Courier

Signature _____

Requested by: *LS*

Name _____

Date *5/12/00*

Time *9:51*

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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA
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T. SMITH MAY 12 2000

ARTICLES OF INCORPORATION
OF
SOFTWARE MAS, INC.

We, the undersigned, do hereby associate ourselves for the purpose of becoming a corporation under the provisions of Chapter 607 of the Laws of the State of Florida, and all Acts amendatory thereto, hereby adopt the following Articles of Incorporation:

ARTICLE ONE: NAME OF CORPORATION:

The name of the corporation shall be:

SOFTWARE MAS, INC.

ARTICLE TWO: PRINCIPAL OFFICE AND MAILING ADDRESS:

The principal office and mailing address of the corporation shall be:

4708 S.W. 67th Avenue, Suite L3, Miami, Florida 33155

ARTICLE THREE: BUSINESS PURPOSE

The general nature of the business or businesses to be transacted by this corporation shall be:

(a) To engage in any activity or business permitted under the Laws of the State of Florida and of the United States of America.

(b) To make and enter into all kinds of contracts, agreements and obligations by or with any person or persons, entity or entities, for the purchasing, acquiring, holding, manufacturing and selling or otherwise disposing of, either as a principal or agent, upon commission or otherwise, any articles of personal property whatsoever, and generally with full power to perform any and all acts connected therewith or arising therefrom, or incidental thereto; to act as agent or representative of corporations, firms, entities and individuals.

(c) To buy, sell, deal in, lease, hold, subdivide, improve and develop real property; to establish subdivisions, towns, cities and villages and to dedicate lands for ways, roads, streets, alleys, sidewalks, parkways, parks and other purposes; and to engage in, conduct and carry on any business or undertaking

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for the improvement of property owned by the corporation or in which it may have an interest; to build, purchase, take, receive, lease or otherwise acquire, own, hold, use, maintain, alter, repair and improve, sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of buildings, structures, works, and improvements of all kinds; to plan, establish, furnish, decorate, equip, improve, maintain, lease, sublease, sell, convey, exchange and transfer space, offices, rooms, suites and apartments; and to manufacture, purchase, or otherwise acquire, own, use, install, maintain, repair, operate and deal in and with, and sell, mortgage, pledge, lease or otherwise dispose of fixtures, improvements and furnishings of all kinds.

(d) To undertake and aid any enterprise and carry out any transactions whatsoever that may be lawfully undertaken and carried out in a general financial business and general financial operations of all kinds so far as the same are not prohibited by the laws of the State of Florida against the exercise of banking powers by corporations; to lend money and to take notes, open accounts, or other similar evidences of debt, and collateral security therefor, and to give credit, lend and advance money to such persons, corporations, partnerships, trust companies, associates and entities as may be deemed advisable by this corporation; upon such terms and securities as may seem expedient to this corporation.

(e) To purchase, hold, sell, assign, transfer, mortgage, sell short, pledge, or otherwise dispose of and encumber the shares of capital stock of, or any bonds, securities, or indebtedness of or created by any corporation or entity of any jurisdiction whatsoever, and while the owner of such security and indebtedness, to exercise all the rights, powers and privileges of ownership including without limitation any right to vote; to trade on margin.

(f) To purchase, or otherwise acquire, directly or through ownership of stock in any corporation, or through ownership of any type of interest in any entity, all or part of the business, goodwill, rights, property and assets of all kinds, of any corporation, entity, association, partnership, or individual and to pay for the same in cash, with the stock of this corporation, bonds or otherwise, and to hold or in any manner dispose of the whole or any part of the property so purchased; and to conduct in any lawful manner the whole or any part of the business so acquired, provided that such business is within the authorization of said Florida Statutes and any Acts amendatory thereto, and to exercise all the powers necessary or convenient in or about the conducting and management of such business.

(g) To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges or franchises or for any other lawful purpose of this corporation; to issue bonds, promissory notes, bills of exchange, debentures, and other obligations and evidences of

indebtedness payable at a specific time or times, or payable upon the happening of a specified event or events, whether secured by mortgages, pledge, or otherwise or unsecured, for money borrowed, or for property purchased or acquired, or for any other lawful objects.

(h) To guarantee the obligations of any other entity or person and to encumber the property of this corporation as security for such guarantee.

(i) To purchase, hold, sell and transfer shares of its own capital stock, subject, however, to such limitations as may be provided by law; and provided further that shares of its own capital stock owned by the corporation shall not be voted upon directly or indirectly, nor counted as outstanding, for the purpose of any stockholders' quorum or vote.

(j) To make donations for the public welfare or for charitable, scientific, or educational purposes; to pay pensions and establish various incentive plans for any or all of its directors, officers and employees and for any or all of the directors, officers and employees of its subsidiaries; to be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust or other enterprise.

(k) To have and to exercise, in addition to any powers enumerated above, all other powers provided by law; and to have and to exercise each and every one of its powers as though it were also a purpose and object of this corporation.

ARTICLE FOUR: EXISTENCE

The existence of the corporation shall be perpetual.

ARTICLE FIVE: STOCK

The maximum number of shares which this corporation is authorized to issue and have outstanding at any one time shall be Five Hundred shares of common stock. Said common stock shall have a par value of One (\$1.00) Dollar per share.

ARTICLE SIX: STOCK RESTRICTIONS

The pledge, sale, transfer or other disposition of the capital stock may be governed and restricted by the bylaws of the corporation and/or by written agreement

amongst the stockholders which shall be on file in the office(s) of the corporation.

The stock of the corporation may be issued pursuant to the provisions of Section 1244 of the Internal Revenue Code in order for the stockholders of the corporation to receive the benefits thereunder.

ARTICLE SEVEN: SHAREHOLDERS SHALL MANAGE

The business of the corporation shall be managed by the stockholders. There shall be no Board of Directors.

A quorum for the holding of a meeting of the stockholders, and for the transaction of any business properly carried out by the stockholders on behalf of the corporation, shall consist of a majority of the interest of the stockholders. However, the stockholders may, by unanimous written consent included in the minute books of the corporation, consent to the doing of any act. Such written and filed consent shall have the same force and effect as though said consent was completed and authorized at a duly called formal meeting at which a quorum had been present. Any and all of the duties of the stockholders may be delegated to an "Executive Committee".

ARTICLE EIGHT: NAME & ADDRESS OF INITIAL OFFICERS AND INCORPORATORS:

The names and street addresses of the officers and incorporators are:

<u>Name:</u>	<u>No. Of Shares:</u>	<u>Office:</u>	<u>Address:</u>
Clara Ines Montoya	500	Pres/Sec./Treas.	4708 SW 67 Ave. Ste. L3 Miami, FI 33155

ARTICLE NINE: CAPITALIZATION

The amount of capital with which this corporation may begin business shall not be less than Five Hundred (\$500.00) Dollars.

ARTICLE TEN: MISCELLANEOUS PROVISIONS:

(A) Provisions of agreements among shareholders of the corporation, or by-laws adopted by the shareholders, or of any combinations thereof, shall be controlling to the full extent that Florida law permits with respect to any corporate matters including, but not limited to, requiring more than a majority of shareholders (or directors, if any) to be present or to act, the election, removal or replacement of officers or directors (if any), and restrictions on the transfer of encumbrance of shares of the corporation.

(B) No contract or other transaction between this corporation and any other corporation or entity shall be affected or invalidated by the fact that any one or more of the directors of this corporation, if any, is/are interested in, or is a director, officer or fiduciary, or are directors, officers or fiduciaries, of such other corporation or entity.

ARTICLE ELEVEN: ADDRESS, REGISTERED AGENT

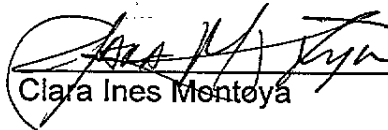
The street address of the initial registered office of this corporation is:

The name and address of the initial Registered Agent of this corporation is:

Clara Ines Montoya
4708 S.W. 67th Avenue, Suite L3
Miami, Florida 33155

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 8 day of

CLM MAY
January, 2000.


Clara Ines Montoya

This Instrument Prepared By:

Ronald L. Magram, Esq.
R.L. Magram, P.A.
5740 S.W. 58th Place
Miami, Florida 33143
305-740-7979

Rlmwd50/montoyalnc.1

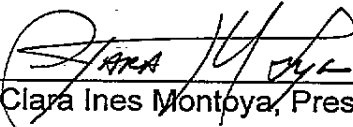
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA AND NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Florida Statute Section 48.091, the following is submitted:

APPOINTMENT OF RESIDENT AGENT

That **SOFTWARE MAS, INC.**, desiring to organize or qualify under the Laws of the State of Florida, with its principal place of business at 4708 S.W. 67th Avenue, Suite L3, Miami, Florida, 33055, has named **Clara Ines Montoya**, located at , Miami, Florida, as its Agent to accept service of process within the State of Florida.

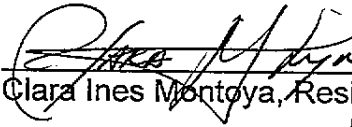
Dated this 8 day of ^{MAY CM} ~~January~~, 2000.


Clara Ines Montoya, President

ACCEPTANCE BY RESIDENT AGENT

Having been named as Registered Agent and to accept service of process for the above named corporation at the place designated in this Certificate, 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.

Dated this 8 day of ^{MAY CM} ~~January~~, 2000.


Clara Ines Montoya, Resident Agent

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