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TRANSMITTAL LETTER

FILED

00 AUG -9 AM 10: 26

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

400003350874--4
-08/09/00--01059--008
*****87.50 *****87.50

SUBJECT: ICA Software, Inc
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

EFFECTIVE DATE

08/08/00

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

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

ADDITIONAL COPY REQUIRED

FROM: Carolann Guinan
Name (Printed or typed)

5240 NW 55th Blvd, #101
Address

Coconut Creek, FL 33073
City, State & Zip

954-427-7388
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

RH 15/00 ✓

**ARTICLES OF INCORPORATION
of
JCA SOFTWARE, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned person, acting as incorporator for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation:

**ARTICLE I
CORPORATE NAME**

EFFECTIVE DATE
08/08/00

The name of this corporation is JCA Software, Inc.

**ARTICLE II
INITIAL PRINCIPAL OFFICE**

The mailing address of the corporation's initial principal office is:

5240 NW 55th Blvd., #101
Coconut Creek, FL 33073

**ARTICLE III
PURPOSE**

The purpose of this corporation shall be the design, programming, testing and implementation of software application systems on a wide range of computers and peripherals. In addition the corporation shall engage in those consulting services necessary to determine the business needs of its clients and to implement those needs through either custom software, modifications and additions to existing software, modifications and additions to software "packages" and the evaluation and sale of software packages. The corporation will also engage in the development and sale of its own software packages.

The foregoing purposes and activities will be interpreted as examples only and not as limitations, and nothing therein shall be deemed as prohibiting the corporation from extending its activities to any related or otherwise permissible lawful business purpose which may become necessary, profitable or desirable for the furtherance of the corporate objectives expressed above.

**ARTICLE IV
SHARES**

The total number of shares that the corporation shall have authority to issue is 1,000 shares with a par value of \$1.00 per share.

**ARTICLE V
INITIAL DIRECTORS**

The names and residence addresses of the persons constituting the initial board of directors are:

Carolann Guinan
5240 NW 55th Blvd., # 101
Coconut Creek, FL 33073

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

**ARTICLE VI
REGISTERED OFFICE AND AGENT**

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

Carolann Guinan
5240 NW 55th Blvd., # 101
Coconut Creek, FL 33073

**ARTICLE VII
INCORPORATORS**

The names and addresses of the incorporator to these Articles of Incorporation are:

Carolann Guinan
5240 NW 55th Blvd., # 101
Coconut Creek, FL 33073

ARTICLE VIII LIABILITY OF DIRECTORS

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemption, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

ARTICLE IX OTHER PROVISIONS

Preemptive Rights. The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

Director or Officer Interest. In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

Stock Transfer Restriction. No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

Corporate Seal. The corporation shall have a corporate seal, which shall be affixed to all deeds, mortgages, and other instruments as required.


Execution of Written Instruments. All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the Chief Executive Officer or President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the Chief Executive Officer, President or Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the board of directors.

ARTICLE X
Effective Date

The effective date of incorporation of this corporation shall be August 8, 2000.

The undersigned incorporator has executed these Articles of Incorporation this

8th day of August, 2000.


Carolann Guinan, Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Having been named as registered agent to accept service of process for the above state corporation at the place designated in this certification, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Carolann Guinan, Registered Agent

8-8-00
Date