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822510/7875U

November 17, 2000

**CORPORATION NAME (S) AND DOCUMENT NUMBER (S):**

Valtec Software, Inc.

**P000000107563**

**Filing Evidence**

- ☐ Plain/Confirmation Copy  
☒ Certified Copy

**Type of Document**

- ☐ Certificate of Status  
☐ Certificate of Good Standing  
☐ Articles Only  
☐ All Charter Documents to Include Articles & Amendments  
☐ Fictitious Name Certificate  
☐ Other

**Retrieval Request**

- ☐ Photocopy  
☐ Certified Copy

NEW FILINGS	
X	Profit
	Non Profit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of RA Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Reports
	Fictitious Name
	Name Reservation
	Reinstatement

REGISTRATION/QUALIFICATION	
	Foreign
	Limited Liability
	Reinstatement
	Trademark
	Other

FILED  
00 NOV 17 PM 12:11  
TALLAHASSEE, FLORIDA

RECEIVED  
00 NOV 17 AM 10:13  
TALLAHASSEE, FLORIDA

*11-17*

**ARTICLES OF INCORPORATION**

**OF**

**VALTEC SOFTWARE, INC.**

**FILED**  
00 NOV 17 PM 12:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME AND ADDRESS**

The name of this corporation is **VALTEC SOFTWARE, INC.** (the "Corporation").

The address of the principal office and the mailing address of the Corporation is c/o Stearns Weaver Miller Weissler Alhadeff & Sitterson, P.A., 2200 Museum Tower, 150 West Flagler Street, Miami, Florida 33130.

**ARTICLE II - PURPOSE**

The Corporation is organized for the purpose of developing, manufacturing, selling and promoting computer software products and may further transact any and all lawful business.

**ARTICLE III - CAPITAL STOCK**

The aggregate number of shares which the Corporation shall have authority to issue is One Thousand (1,000) shares of common stock, all of which are to have a par value of Ten Dollars (\$10.00) per share. The Board of Directors shall fix the consideration to be received for each share. Such consideration shall consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed or written promises to perform services and shall have a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

**ARTICLE IV**  
**BOARD OF DIRECTORS**

The Corporation shall have an initial Board of Directors consisting of three (3) directors. The number of directors of the Corporation may be increased or decreased from time to time by the shareholders of the Corporation but shall in no case be less than one (1) nor more than nine (9). The initial directors of the Corporation who shall serve until their successors have been duly elected are:

<u>Name</u>	<u>Address</u>
German Leiva	9490 Old Cutler Lane Coral Gables, Fl. 33156
Camilo Leiva	9490 Old Cutler Lane Coral Gables, Fl. 33156
Owen S. Freed	550 Puerta Avenue Coral Gables, Fl. 33143

**ARTICLE V - INITIAL REGISTERED**

**OFFICE AND AGENT**

The street address of the initial registered office of the Corporation and the name of the initial registered agent of the Corporation at such office is:

<u>Name</u>	<u>Address</u>
Owen S. Freed	2200 Museum Tower 150 West Flagler Street Miami, Florida 33130

**ARTICLE VI - COMMENCEMENT**

The Corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State.

**ARTICLE VII - INCORPORATOR**

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

<u>Name</u>	<u>Address</u>
Owen S. Freed	2200 Museum Tower 150 West Flagler Street Miami, Florida 33130

**ARTICLE VIII - BYLAWS**

The power to alter, amend or repeal the Bylaws shall be vested in each of the Board of Directors and the shareholders of the Corporation.

**ARTICLE IX - INDEMNIFICATION**

The Corporation shall indemnify any officer or director, or any former officer or director of the Corporation, to the fullest extent permitted by law.

**ARTICLE X - AMENDMENT**

The Corporation reserves to its shareholders the right to amend or repeal any provisions now or hereafter contained in these Articles of Incorporation. Any rights which these Articles may confer upon the Corporation may be modified or canceled by a vote of the shareholders to amend or repeal said Articles.

**IN WITNESS WHEREOF**, the undersigned has executed these Articles of Incorporation this 15th day of November, 2000.

  
\_\_\_\_\_  
**Owen S. Freed, Incorporator**

**ACCEPTANCE OF APPOINTMENT  
OF  
REGISTERED AGENT**

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0501 of the Florida Statutes.

Dated this 15<sup>th</sup> day of November, 2000.

  
\_\_\_\_\_  
Owen S. Freed, Registered Agent

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00 NOV 17 PM 12:11  
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