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January 24, 2001

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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

RE: RE: INDIO SOFTWARE, INC.

Dear Sirs:

Enclosed please find the following documents regarding the above-referenced company for filing with the Division of Corporations:

1. Articles of Incorporation
(Original and 1 copy)
2. Designation and Acceptance of Registered Agent
(Original and 1 copy)

Also, enclosed is a check payable to you in the amount of \$78.75 to cover the above-referenced service fees:

| | |
|--|-----------|
| Filing Fee: Articles of Incorporation | = \$35.00 |
| Designation and Acceptance of Registered Agent | = 35.00 |
| Certification of Articles | = 8.75 |

Total = \$78.75

Please return a certified copy of the Articles of Incorporation to me. If you have any questions, please do not hesitate to contact me.

Very truly yours,


James T. Battles

Enclosures

1-26-01
WC

ARTICLES OF INCORPORATION
OF
INDIO SOFTWARE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, do hereby make, subscribe, acknowledge, and file these Articles for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be INDIO SOFTWARE, INC.

ARTICLE II

Existence

The corporation shall have perpetual existence, commencing on the date of filing of these Articles of Incorporation in the Office of the Secretary of State, the State of Florida.

ARTICLE III

Conducting Business

This corporation is organized for the purpose of transacting any and all lawful business, both within and without the state of Florida. Additionally, the general nature of the business or businesses to be transacted shall be:

- (a) To conduct, maintain, operate, and to do business as a

computer software company, and to serve the general public as such.

(b) To own real and personal property, and to use, operate, maintain, remodel, improve, and generally deal with and in the same, and any appurtenances convenient, desirable, or necessary in the conduct and operation of the lawful business of the corporation.

(c) To do all and everything necessary or proper for the accomplishment of the objects and purposes of the corporation, as determined by the corporation's Board of Directors in its discretion and consistent with the laws of the State of Florida, or as necessary or incidental to the protection and benefit of the corporation, and in general to carry out any lawful business, regardless of whether such business is similar in nature to the objects as set forth herein, and in any part of the world, either as principal, agent, contractor, or otherwise, and either alone or in conjunction with any other persons, firm, associations, corporations, or other entities, both within and without the State of Florida, to the same extent as natural persons lawfully might or could do, insofar as acts may be permitted to be done by a corporation organized under the laws of the State of Florida.

ARTICLE IV

Principal Office

The street address of the initial principal office of this corporation is 1532 Bay Woods Road, Gulf Breeze, Florida, 32561. The name of the initial registered agent of the corporation is

James T. Battles, whose residence is 1532 Bay Woods Road, Gulf Breeze, Florida, 32561.

ARTICLE V

Directors

This corporation shall have two directors initially. The names and addresses of the initial directors of this corporation are as follows:

| | |
|-----------------------|----------------------------|
| James T. Battles | Victor Ruiz |
| 1532 Bay Woods Road | 2324 Willow Bend Blvd. |
| Gulf Breeze, FL 32561 | Ft. Walton Beach, FL 32547 |

ARTICLE VI

Capital Stock

The maximum number of shares this Corporation is authorized to issue is One Hundred Thousand (100,000) of a par value of \$1.00 each, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE VII

Articles of Incorporation

These Articles of Incorporation may be amended upon receiving the affirmative vote of one-hundred percent (100%) of the Board of Directors in accordance with the by-laws of the corporation.

ARTICLE VIII

By-Laws

The power to adopt, alter, amend, or repeal the by-laws of the corporation shall be vested one-hundred percent (100%) in the Board of Directors.

ARTICLE IX

Corporate Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, Chapter 607, Florida Statutes, as such chapter presently exists or may hereafter be amended.

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

ARTICLE X

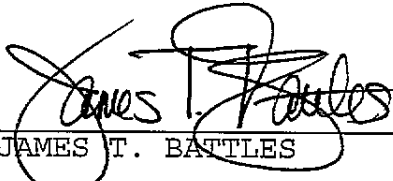
Incorporator

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

James T. Battles
1532 Bay Woods Road
Gulf Breeze, FL 32561

IN WITNESS WHEREOF, the undersigned, as Incorporator, has

executed the foregoing Articles of Incorporation on this 24th day
of January, 2001.


JAMES T. BATTLES

STATE OF FLORIDA
COUNTY OF Esambia

Sworn to and subscribed before me this 24th of
January, 2001, by James T. Battles.
Personally known ☒
or
Produced identification _____


NOTARY PUBLIC

LISA NOVATKA
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # CC880580
EXPIRES 11/12/2004
BONDED THRU ASA 1-888-NOTARY1


**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provision of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is INDIO SOFTWARE, INC.
2. The name and address of the Registered Agent and office is:

James T. Battles
1532 Bay Woods Road
Gulf Breeze, FL 32561

Having been named as Registered Agent and to accept service of process for the above-stated 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.



James T. Battles

Date: _____

1/24/01

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