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Florida Department of State
Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.

Gablesft Corporation

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ARTICLES OF INCORPORATION

OF

GABLESOFT CORPORATION

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ARTICLE I - NAME AND ADDRESS

The name of this corporation is **GABLESOFT CORPORATION** (the "Corporation"). The address of the principal office and the mailing address of the Corporation is Suite 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

OFFICERS

The Corporation shall have a President, Vice President, Secretary and Treasurer, and such other officers as may be appointed or elected by the Board of Directors. Any one person may occupy more than one officership. The initial officers of the Corporation to serve until their respective successors are duly elected and installed are:

President:	Owen S. Freed
Vice-President:	Germán Leiva
Secretary:	Camilo Leiva
Treasurer:	Germán Leiva

Filed by J. Garstenfeld
Corp. Legal Asst.

Stearns Weaver Miller, et al.
150 West Flagler Street, Suite 2200
Miami, Florida 33130
T: 305-789-3545/F: 305-789-3395

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**ARTICLE V
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>
Owen S. Freed	550 Puerta Avenue Coral Gables, Fl. 33143
German Leiva	9490 Old Cutler Lane Coral Gables, Fl. 33156
Camilo Leiva	9490 Old Cutler Lane Coral Gables, Fl. 33156

**ARTICLE VI - 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 VII - COMMENCEMENT

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

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ARTICLE VIII - 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 IX - 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 X - 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 XI - 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 29th day of January, 2001.



Owen S. Freed, Incorporator

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ACCEPTANCE OF APPOINTMENT

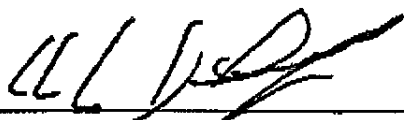
OF

REGISTERED AGENT

GABLESOFT CORPORATION

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 29th day of January, 2001.



Owen S. Freed, Registered Agent

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