

P 02000 941 99

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H02000188822 9)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : EXPRESS CORPORATE FILING SERVICE INC.
Account Number : I20000000146
Phone : (305) 444-4994
Fax Number : (305) 444-4977

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 AUG 29 AM 8:45

FLORIDA PROFIT CORPORATION OR P.A.

POWERSOFT USA, INC.

Certificate of Status	0
Certified Copy	1
Page Count	08
Estimated Charge	\$78.75

((H02000188822)))

ARTICLES OF INCORPORATION
OF

POWERSOFT USA, INC.

The undersign incorporator hereby forms a corporation under CHAPTER 607 of the laws of State of Florida.

ARTICLE I
NAME

The name of the corporation shall be, **POWERSOFT USA, INC.** and the principal office of this corporation shall be **2260 NW 102 PLACE,** in the city of **MIAMI**, state of **FLORIDA**, and zip code **33172**, and the mailing address shall be **6903 NW 109 AVE MIAMI, FL 33178.**

ARTICLE II
NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, county, territory or nation.

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 AUG 29 AM 8:45

((C402000188822)))

ARTICLE III
CAPITAL STOCK

The maximum number os shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 having \$ 1.00 par value per share.

ARTICLE IV
ADDRESS

The street address of the initial registered office of this corporation shall be 2260 NW 102 PLACE , county of MIAMI-DADE state of FLORIDA ,and zip code 33172.

ARTICLE V
TERMS OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI
DIRECTORS

All corporate power shall be exercised by or under authority of POWERSOFT USA, INC. of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have 2 Director, initially. The number of Director may either increased or decreased from time to time by amendment of the By Laws of the corporation in the manner provided by law, but shall never be less than one(1). The name (s) and street address (es) of the initial member (s) of the Board of Director (s) are:

PRESIDENT: ALEXANDER VINCERO
 6903 NW 109 AVENUE
 MIAMI, FL 33178

SECRETARY: MARK CABRERA
 16021 SW 254 STREET
 HOMESTEAD, FL 33031

((4102000188822)))

ARTICLE VII
OFFICERS

The name and address (es) of the initial officer (s) of the corporation who shall hold office for the first (1st) year of the corporation, or until their successors are elected or appointed are:

ALEXANDER VINCERO - PRESIDENT
6903 NW 109 AVENUE
MIAMI, FL 33178

MARK VINCERO - SECRETARY
16021 SW 254 STREET
HOMESTEAD, FL 33031

ARTICLE VIII
INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

ALEXANDER VINCERO
6903 NW 109 AVE
MIAMI, FL 33178

((H0200018822)))

ARTICLE IX
BY LAWS AMENDMENT

The power to adopt, alter, amend or repeal the Bylaws of this corporation shall be vested in the Board of Directors and the Shareholders.

ARTICLE X
IDENTIFICATION

The corporation may be empowered by resolution of the Board of Directors to indemnify any officer or director, or any former officer or director, in the manner set out any provided for in the Bylaws of this Corporation, pursuant to the provisions of Section 607.014 of the Florida Statutes, as amended.

ARTICLE XI
INFORMAL ACTION OF DIRECTORS

If a majority of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XII
AMENDMENT OF ARTICLES

The power to amend these Articles of Incorporation shall vest in the stockholders and Directors, in the manner provided by the Florida Statutes.

((H02000188022))

ARTICLE XIII
PRE-EMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized) including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding exclusive of treasury shares. This right shall be deemed waived by any shareholders who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. The right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within (30) days of receipt of notice from the corporation.

ARTICLE XIV
DIRECTOR CONFLICT OF INTEREST

- A. No contract or other transaction between a corporation and one or more of its directors, or between a corporation and any other corporation, firm, association or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the Board of Directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose:
1. If the fact or such common directorship, officership or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or
 2. If such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by the vote of the shareholders; or
 3. If the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the Board, a committee or the shareholders.
- B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which approves such contract or transaction.

Aug 29 02 03:41p

p.7

((402000188822)))

ARTICLE XV
INFORMAL ACTION OF SHAREHOLDERS

Any action of shareholders may be taken without a meeting if consent in writing setting forth the actions so taken shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted, and filed with the Secretary of the Corporation as part of the corporate records.

IN WITNESS WHEREOF, The undersigned agent of has hereunto set his/her hand and seal this 29TH DAY OF AUGUST OF 2002.



BY: ALEXANDER VINCERO
INCORPORATOR

((H02000188822))

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF
INCORPORATION**

Millennia Consulting Services, Inc., (X) a Corporation, () an individual, having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.


BY: TATIANA GUIMARAES
TREASURER

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 AUG 29 AM 8:45