

P03000144326

EFFECTIVE DATE
11-28-03

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

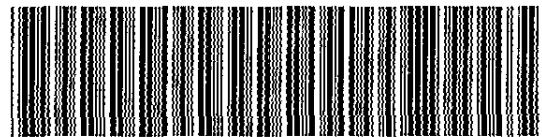
(Document Number)

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03 DEC - 1 AM 10:34
STATE
DIVISION OF CORPORATIONS
TALLAHASSEE FLORIDA

FILED
03 DEC - 4 PM 5:11
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Charter Number Only

VALIDATION ONLY

11/28/03
Witaker & Deets
Requestor's Name
9370 Sunset Dr. #A 255
Address
Miami, FL 33173
City State ZIP Phone
(305) 598-5096A

CORPORATION(S) NAME

INOVASOFT, INC.

- ☒ Profit
☐ NonProfit
☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☒ Certified Copy
☐ Call When Ready
☒ Walk In
- ☐ Amendment
☐ Dissolution
☐ Annual Report
☐ Reservation
☐ Photo Copies
☐ Will Wait
- ☐ Merger
☐ Mark
☐ Other
☐ Change of Registered Agent
☐ Certificate Under Seal
☐ After 4:30
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Acknowledgment
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

December 2, 2003

EMPIRE

SUBJECT: INOVASOFT, INC.
Ref. Number: W03000035954

We have received your document for INOVASOFT, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

An effective date may be added to the Articles of Incorporation if a 2004 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6933.

Dale White
Document Specialist
New Filings Section

Letter Number: 103A00064668

RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

DEC 4 4 10 54

RECEIVED

EFFECTIVE DATE
11-28-03

ARTICLES OF INCORPORATION
OF
INOVASOFT, INC.

FILED
03 DEC -4 PM 5: 11
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, by and under the provisions of the statutes of the State providing for the formation, liability, rights, privileges and immunities of a corporation for profit, do hereby adopt the following Articles of Incorporation.

ARTICLE I

CORPORATE NAME

The name of this corporation is: INOVASOFT, INC.

ARTICLE II

NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

CAPITAL STOCK

The amount of the total authorized capital stock of the Corporation shall be One Thousand(1000) shares of common stock of one dollar (\$1.00) par value.

The whole or any part of the capital stock of the Corporation shall be payable in lawful money of the United States of America, or property, labor, or services at a just valuation to be fixed by the Shareholders.

ARTICLE IV

TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V

INITIAL STREET ADDRESS

The initial street address of said Corporation is 1228 West Avenue, Suite 1007, Miami Beach, Florida 33139, with privilege, however, of having branch offices at any other place or places within or without the State of Florida.

ARTICLE VI

REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered Office of this Corporation shall be:

JEAN-PAUL GUIS	1228 West Avenue, Suite 1007 Miami Beach, Florida 33139
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ARTICLE VII

BOARD OF DIRECTORS

This Corporation shall have four directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

The name and address of the initial director of this Corporation is:

JEAN-PAUL GUIS	3259 SW 108 Avenue Miami, Florida 33165
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ARTICLE VIII

INCORPORATORS

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

JEAN-PAUL GUIS	3259 SW 108 Avenue Miami, Florida 33165
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ARTICLE IX

BYLAWS

The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors,

but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Shareholders.

ARTICLE X

AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE XI

INDEMNIFICATION

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

ARTICLE XII

PREEMPTIVE RIGHTS

Each Shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

ARTICLE XIII

STOCK TRANSFER RESTRICTIONS

Shares held by each Shareholder may not be sold or otherwise transferred to other persons unless first offered to this Corporation or to the remaining Shareholders in proportion to their shares. The price, terms and other provisions regarding this restriction may be specified by written agreement among the Shareholders, which agreement may expand this Article and which may also include the Corporation as a party.

ARTICLE XIV

RIGHTS OF INITIAL DIRECTORS

Each of the initial Directors shall have the right to be a Director of the Corporation as long as that respective Director is a Shareholder of the Corporation. By acquiring stock in this Corporation, each Shareholder agrees to abide by this right and to elect each of the initial Directors named in these Articles of Incorporation to the office of Directors as long as that Director is a Shareholder of the Corporation. This Article may not be amended in any way without the written consent of each of the initial Directors who is a Shareholder of the Corporation at the time of the amendment.

ARTICLE XV

CORPORATE EXISTENCE

In accordance with Section 607.167, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation.

IN WITNESS WHEREOF, The undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on November 28, 2003.



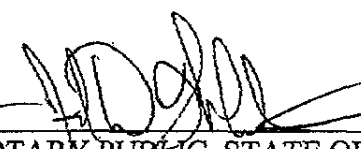
JEAN-PAUL GUIS

STATE OF FLORIDA)

COUNTY OF MIAMI-DADE)

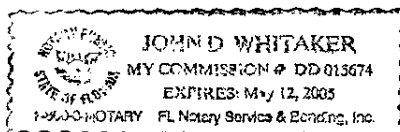
BEFORE ME, the undersigned officer personally appeared JEAN-PAUL GUIIS, to me known to be the person described as and is known as the Incorporator and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed the same for the purposes therein expressed, and who is personally known to me and who did (did not) take an oath.

WITNESS my hand and official seal at Miami, Miami-Dade County, Florida this 18 day of November, 2003.


NOTARY PUBLIC, STATE OF FLORIDA

Print: JOHN D. WHITAKER

My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

DATE: November 18, 2003

In compliance with Chapter 607.034 Florida Statutes, the following is submitted:

INOVASOFT, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at 1228 West Avenue, Suite 1007, Miami Beach, Florida, 33139 County of Miami-Dade, State of Florida, has named JEAN-PAUL GUIE, located at 3259 sw 108 Avenue, Miami, County of Miami-Dade, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named as registered agent to accept Service of Process for the above-named Corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



JEAN-PAUL GUIE
Registered Agent

FILED
03 DEC -4 PM 5:11
SECRETARY OF STATE
TALLAHASSEE FLORIDA