



ARTICLES OF INCORPORATION

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CORE DECISION SYSTEMS, INC.

## ARTICLE I

The name of this corporation shall be:

CORE DECISION SYSTEMS, INC.

## ARTICLE II

This corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act of the State of Florida.

### ARTICLE III

The maximum number of shares of stock that this corporation is authorized to issue at any time is 10,000 shares of \$1.00 par value each.

## ARTICLE IV

The Shareholders of this corporation shall have preemptive rights to acquire unissued or treasury shares of the corporation, or securities of the corporation convertible into or carrying a right to subscribe to or to acquire shares of the corporation to the extent that the Stockholders might so specifically set forth. Lacking this affirmative action by the Stockholders, there shall be no such preemptive rights.

ARTICLE V

This corporation is to have perpetual existence.

## ARTICLE VI

The principal office of this corporation shall be located at 250 Catalonia Avenue, Suite 506, Coral Gables, Fl 33134 with the corporation retaining the power of moving its office to any other address in Florida, as may from time to time be determined and authorized by its Board of Directors, with branch offices in such other cities, or countries as may from time to time be authorized by its Board of Directors.

PREPARED BY: GUIDO A. AGUILERA, ESO FLORIDA BAR NO. 135749  
815 PONCE DE LEON BLVD.  
CORAL GABLES, FL 33134 (305)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE VII

The initial registered office of this corporation shall be at 250 Catalonia Avenue, Suite 506, Coral Gables, FL 33134. The initial registered agents at such address shall be:

RAMON J. RUIZ

ARTICLE VIII

This corporation shall at all times have at least one and not more than five (5) Directors who shall conduct the business of the corporation as a Board of Directors. The Stockholders of this corporation may, from time to time, and at any time, increase or decrease the size of the Board of Directors of the corporation.

ARTICLE IX

The names and address of the Members of the First Board of Directors who shall hold office until the first Annual Meeting of Shareholders and/or until their successors are elected and qualified or until their earlier resignation, removal from office, or death, are:

RAMON J. RUIZ  
1250 Medina Avenue  
Coral Gables, FL 33134

JAVIER F. SALMAN  
5905 SW 28th Street  
Miami, FL 33155

/J.  
MICHAEL WEAVER  
3231 Day Avenue  
Coconut Grove, FL

ARTICLE X

The names and addresses of the subscribers are:

RAMON J. RUIZ  
1250 Medina Avenue  
Coral Gables, FL 33134

JAVIER F. SALMAN  
5905 SW 28th St.  
Miami, FL 33155

/J.  
MICHAEL WEAVER  
3231 Day Avenue  
Coconut Grove, FL

ARTICLE XI

The By-Laws of this corporation may be created, amended, changed or replaced by either the Stockholders or the Directors of the corporation at any duly scheduled Special Meeting called for that purpose.

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## ARTICLE XII

Every person who now is or hereafter shall become a Director of this corporation, shall be indemnified by the corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him in connection with, or resulting from any action, suit or proceedings, of whatever nature, to which he or she is or shall be made a party by reason of him or her being or having been a director of the corporation (whether or not he or she is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him).

However, an exception is made to the above in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of the duties imposed in him as such Director. The right of indemnification herein provided for shall not be exclusive of other rights to which any such person may now or hereafter be entitled as a matter of law.

IN WITNESS WHEREOF, the undersigned have made, subscribed and acknowledged these Articles of Incorporation, this 2nd day of August 1995.

Ramon J. Ruiz  
RAMON J. RUIZ

Javier F. Salman  
JAVIER F. SALMAN

Michael J. Weaver  
MICHAEL J. WEAVER

STATE OF FLORIDA )  
 ) :SS  
COUNTY OF DADE )

The foregoing instrument was acknowledged before me this 2nd day of AUGUST 1995, BY RAMON J. RUIZ, JAVIER F. SALMAN AND MICHAEL J. WEAVER, who is/are personally known to me or has/have produced Drivers Licenses as identification and and who did take an oath.

My Commission expires:

Raquel Fernandez  
RAQUEL FERNANDEZ

NOTARY PUBLIC-STATE OF FLORIDA  
COMMISSION NO.



RAQUEL FERNANDEZ  
My Commission CC318484  
Expires Sep. 23, 1997  
Bonded by HAI  
800-422-1550

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

IN COMPLIANCE WITH SECTION 48,091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

FIRST, THAT CORE DECISION SYSTEMS, INC. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF CORAL GABLES, STATE OF FLORIDA, HAS NAMED RAMON J. RUIZ, LOCATED AT CITY OF CORAL GABLES, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

**SIGNATURE :**

~~(SUBSCRIBER)~~  
RAMON J. RUIZ

DATE: AUGUST 2, 1995

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

**SIGNATURE :**

(RESIDENT AGENT)  
AUGUST 2, 1995

DATE: FEBRUARY 28, 1995

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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If the above information has been eliminated, the caregiver  
 must have been paid. The information indicated on this application  
 is true and correct.  
 \_\_\_\_\_, Date \_\_\_\_\_  
 Officer or director: RAMON J. RUIZ