

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-22-9171
904-22-9172 FAX

800-342-8086



ACCOUNT NO. 2100000031

REFERENCE : 627012 10201A

AUTHORIZATION :

Patricia Pyrite

COST LIMIT : \$ 122.50

ORDER DATE : June 27, 1995

ORDER TIME : 9:24 AM

ORDER NO. : 627012

800001560168

CUSTOMER NO: 10201A

CUSTOMER: Ms. Linda Palmer
SHERMAN & WALDMAN

Suite 405
600 South Andrews Avenue
Ft. Lauderdale, FL 33301

DOMESTIC FILING

NAME: SOFTQUEST, INC.

☒ ARTICLES OF INCORPORATION
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY
☐ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:

T. BROWN AUG 15 1995

RECEIVED
95 AUG 15 AM 10:37
DIVISION OF CORPORATION

FILED
95 AUG 15 PM 2:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SOFTQUEST, INC.

FILED
95 AUG 15 PM 2:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

SOFTQUEST, INC.

The address of the principal office of this corporation shall be 17330 Northeast 12th Avenue, North Miami Beach, Florida 33162, and the mailing address of the corporation shall be the same.

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, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Nays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

Ross Fleischman	17330 Northeast 12th Avenue
Dir./Pres./Sec./Treas.	North Miami Beach, Florida 33162

ARTICLE VII. SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

ARTICLE VIII. INCORPORATOR

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

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on August 15, 1995.

CORPORATION SERVICE COMPANY

By: Laura R. Dunlap
Its Agent, Laura R. Dunlap

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and 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.

CORPORATION SERVICE COMPANY

By: Laura R. Dunlap
Its Agent, Laura R. Dunlap

P45000062980

____ R. Fleischman
____ PO Box 640725
____ Miami, FL 33164

OFFICE USE ONLY

*****35.00 *****35.00

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☐ Walk in ☐ Pick up time _____

☐ Certified Copy

☐ Mail out ☐ Will wait

☐ Photocopy

☐ Certificate of Status

FILED
96 JAN -3 PM 4:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NEW FILINGS	
Profit	
NonProfit	
Limited Liability	
Domestication	
Other	

AMENDMENTS	
Amendment	
Resignation of R.A., Officer/Director	
Change of Registered Agent	
Dissolution/Withdrawal	
Merger	

OTHER FILINGS	
Annual Report	
Fictitious Name	
Name Reservation	

REGISTRATION/ QUALIFICATION	
Foreign	
Limited Partnership	
Reinstatement	
Trademark	
Other	

RA Chg.

VS JAN 11 1996

Examiner's Initials

Florida Department of State, Jim Smith, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of FLORIDA submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: SCETQUEST, INC.

1b. Date of incorporation 8-15-95 Document number P95000062 980

2. The name and address of the current registered agent and office:

CORPORATION SERVICE COMPANY

1201 Hays Street, Tallahassee, FL 32301

3. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)

GARY E. SHERMAN, ESQ.

1440 SOUTH ANDREWS AVENUE

FORT LAUDERDALE, FL. 33301

The street address of its registered agent and the street address of the business office of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Ross Fleischman

SIGNATURE

11/16/95

DATE

Ross Fleischman, President

Typed or printed name and title

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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE [Signature]

(Registered Agent)

DATE 11/16/95

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

P95000062980

SHERMAN & WALDMAN, P.A.

DARYL E. SHERMAN
ALLIDA DILL WALDMAN
OF COUNSEL
HAROLD A. SHERMAN
JAMES W. WALDMAN
LEGAL ADMINISTRATOR
DARYL H. GILBERTON
ATTORNEYS AT LAW
1102 RABINOW CENTER FIVE FLOOR TALLAHASSEE

JEFFERSON BANK BUILDING
600 SOUTH ANDREWS AVENUE, SUITE 400
FORT LAUDERDALE, FLORIDA 33301
(954) 524-1100
TELEFAX (954) 524-0006
MAILING ADDRESS
POST OFFICE BOX 14726
FORT LAUDERDALE, FLORIDA 33302-4726

December 29, 1995

300001676542
-01/03/96--01046--000
*****35.00 *****35.00

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Articles of Amendment to Articles of Incorporation of Softquest, Inc.
Our File No. 1103.00

Dear Sir/Madam:

Enclosed are the fully executed Articles of Amendment to Articles of Incorporation of Softquest, Inc. changing the corporate name to Bitbrain, Inc. Also enclosed is Mr. Ross Fleischman's check in the amount of \$35.00 for the filing fee.

Please provide me with confirmation of the filing of the enclosed. I have enclosed a self-addressed stamped envelope for your convenience.

Sincerely,

SHERMAN & WALDMAN, P.A.

Angela Saporito
Angela Saporito, Secretary

/as
h:\m\c\fleischman\sest.101

FILED
96 JAN -2 PM 5:07
TALLAHASSEE, FLORIDA
Name Change
KFS
1-10-96

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

FILED
96 JAN -2 PM 5: 07
SEC. 1
TALLAHASSEE, FLORIDA

SOFTQUEST, INC.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

ARTICLE I of the Articles of Incorporation shall be amended to change the name of the corporation from Softquest, Inc. to Bitbrain, Inc.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

Not applicable.

THIRD: The date of each amendment's adoption: December 18, 1995

FOURTH: Adoption of Amendment(s) (CHECK ONE)

☒ The amendment ~~was~~ ~~were~~ approved by the shareholders. The number of votes cast for the amendment ~~was~~ ~~were~~ sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups.
The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were
sufficient for approval by _____,"
voting group

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 24th of December, 19 95

Signature X Rose Fleishman
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Typed or printed name

Title