

P95000078112

DAVID H. CHARLIP, P.A.
600 South Andrews Avenue
Jefferson Bank Building - 6th Floor
Fort Lauderdale, Florida 33301
Telephone: (954) 467-8801
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MAILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

August 5, 1996

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

Division of Corporations
SECRETARY OF STATE
Post Office Box 6327
Tallahassee, Florida 32314

Re: COMACO LD., INC.

Dear Sir:

Enclosed please find an original and one (1) copy of the Amended and Restated Articles of Incorporation of Comaco Ltd., Inc. and Statement of Change of Registered Office. Kindly file the original and return to the undersigned the original containing the filing information. Also enclosed is my check in the amount of \$35.00 for your filing fee.

Should you have any questions, please do not hesitate to contact the undersigned.

Very truly yours,

DAVID H. CHARLIP, P.A.

David H. Charlip
msc

David H. Charlip, Esquire

DHC/msc
Enclosure(s)

M HENDRICKS DEC 24 1996

*Restated
Articles*



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 5, 1996

DAVID CHARLIP
600 S. ANDREWS AVE.
6TH FLOOR
FT. LAUDERDALE, FL 33301

SUBJECT: COMACO LTD., INC.
Ref. Number: P95000078112

We have received your document for COMACO LTD., INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please entitle your document Restated Articles of Incorporation.

If shareholder approval was not required, a statement to that effect must be contained in the document.

The above listed entity was administratively dissolved or its certificate of authority was revoked for failure to file the 1996 annual report. The corporation must be reinstated before this document can be filed.

The total amount due to reinstate is \$375.00.

Please return 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 (904) 487-6903.

Nancy Hendricks
Corporate Specialist

Letter Number: 896A00041638

DAVID H. CHARLIP, P.A.
600 South Andrews Avenue
Jefferson Bank Building - 6th Floor
Fort Lauderdale, Florida 33301
Telephone: (954) 467-8801
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December 19, 1996

Ms. Nancy Hendricks
Corporate Specialist
Division of Corporations
SECRETARY OF STATE
Post Office Box 6327
Tallahassee, Florida 32314

Re: COMACO LTD., INC.

Dear Ms. Hendricks:

Pursuant to your request, enclosed please find an Application for Reinstatement of the above-captioned corporation.

Now that you are in receipt of the enclosed, kindly file the Restated Articles of Incorporation previously filed. I am herewith enclosing your September 5, 1996 letter for your reference.

Very truly yours,

DAVID H. CHARLIP, P.A.

David H. Charlip, Esquire

DHC/msc
Enclosure(s)
cc: Mr. Jose Diaz

COMACO LTD., INC.
RESTATED ARTICLES OF INCORPORATION

Pursuant to the provisions of Section 607.0821, 607.0502, 607.1001, and 607.1002 of the Florida General Corporation Act, the directors of the above-named corporation adopted the following Amended and Restated Articles of Incorporation by written statement of intention to amend on June 19, 1996.

ARTICLE I - NAME

The name of this Corporation shall be: **SOFTWARES SYSTEMS, INC.**

ARTICLE II - NATURE OF BUSINESS

This corporation is organized as a corporation for profit and 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 capital stock authorized to be issued by this corporation is One Thousand (1,000.00) shares, each having a par value of Ten Cents (\$0.10) per share. Each of said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or part of said capital stock may be paid for in cash, in property, or in labor or services at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be fully paid for and shall be non-assessable.

ARTICLE IV - TERM OF EXISTENCE

The corporation shall have perpetual existence unless dissolved in accordance with the laws of the State of Florida.

ARTICLE V - PRINCIPAL OFFICE

Following is the present street address and principal office of the corporation, but the corporation shall have the power to move the principal office to any other address in the State of Florida and to establish branch offices and other places of business at such other places within or without the State of Florida as may be deemed expedient: 20431 N.E. 22nd Place, North Miami Beach, Florida 33180.

ARTICLE VI - REGISTERED OFFICE AND AGENT

The current registered office is located at:

Registered office: 11900 Biscayne Boulevard
Suite 808
North Miami, Florida 33180

The initial registered office is amended and shall be as follows:

New Registered office: 600 South Andrews Avenue
Sixth Floor
Fort Lauderdale, Florida 33301

The current registered agent is DAVID H. CHARLIP, ESQ.

The name of the registered agent of this corporation located at the new registered office address shall continue to be: DAVID H. CHARLIP.

ARTICLE VII - DIRECTORS

There shall be a Board of Directors for this corporation which shall consist of one (1) person. This number may be increased or decreased from time to time without need to amend these Articles but shall never be less than one (1). Any Director may be removed by the shareholders at a meeting duly convened for that purpose. The current Board of Directors shall consist of the following individual:

Jose Diaz
20431 N.E. 22nd Place
North Miami Beach, Florida 33180

ARTICLE VIII - SPECIAL PROVISIONS

In furtherance and not in limitation of the powers conferred by statute, the following specific provisions are made for the regulation of the business and the conduct of affairs of this Corporation:

1. No shareholder of this Corporation shall enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any of his shares of stock.

2. No shareholder of this Corporation may transfers or otherwise dispose of his shares of stock in this Corporation except in accordance with the Bylaws of this Corporation.

3. This Corporation shall have the power to enter into or become a partner in, any agreement for the sharing of profits, union of interests, or joint venture with any person, firm or corporation to carry on any legal business or to make any legal investment otherwise permitted for this Corporation.

4. The Board of Directors, by the affirmative vote of a majority of the directors then in office, and irrespective of any personal interests if its directors or shareholders, shall have the power to provide one or more of the following additional compensation plans, whether singularly on behalf of the Corporation

or in participation or conjunction with other individuals, partnerships or corporations:

- (a) A pension plan;
- (b) A profit-sharing plan;
- (c) A medical-dental reimbursement plan;
- (d) A stock bonus plan;
- (e) A thrift and savings plan;
- (f) A stock option plan; or
- (g) Other retirement, death benefit or incentive compensation plans.

5. No contract or other transaction between this Corporation and any other person, firm, association, partnership or corporation, in absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of this Corporation is interested in, or is a member, director or officer, or are members, directors or officers of such other firm, association, partnership or corporation; and any director or directors, individually or jointly, may be a party or parties to, or may be interested in any such contract or transaction of this Corporation or in which this Corporation is interested; and no person, firm association, partnership or corporation shall be affected or invalidated by the fact that any director or directors of this Corporation is or are interested in such contract, account, firm, association, partnership, or corporation, and each and every person who may become a director of this Corporation is hereby relieved from any liability that might otherwise exist from contracting with the Corporation for the benefit of himself or any firm, association, partnership or corporation in which he may in any way be interested. The directors, when so interested, shall be accounted as present at the Board of Directors meetings, and may vote in such meetings as fully and with the same effect as if not so interested.

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by the laws of the State of Florida and all rights conferred upon the stockholders herein are subject to this reservation.

ARTICLE X - SHAREHOLDER APPROVAL

No shareholder approval was required by the corporation for the above Restated Articles of Incorporation.

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by the laws of the State of Florida and all rights conferred upon the stockholders herein are subject to this reservation.

DATED: August 5, 1996

COMACO LTD., INC.

By: [Signature]
Jose Diaz,
Director

STATE OF FLORIDA)
) SS.:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Jose Diaz who is to me well known to be the person described in the above-referenced Articles of Amendment, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the use and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hands and my official seal this 5th day of August, 1996.

[Signature]
NOTARY PUBLIC, State of Florida
at Large

[SEAL]

MY COMMISSION EXPIRES: 8-25-97
PRINTED NAME MIRIAM S CASTRO



MIRIAM S CASTRO
My Commission CC311131
Expires Aug. 25, 1997
Bonded by HAI
800-422-1553