

ARTICLES OF INCORPORATION
OF
ALTOPE SOFTWARE, INC.

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DIVISION OF CORPORATIONS

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THE UNDERSIGNED, acting as subscribers of a corporation under the Florida Corporation Law, adopt the following Articles of Incorporation for such corporation.

FIRST: The name of the corporation is **ALTOPE SOFTWARE, INC.**

SECOND: The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and of this state.

THIRD: Authorized shares. The aggregate number of shares that the corporation shall have the authority to issue is Seven Thousand Two Hundred (7,200) shares of capital stock with a par value of \$1 per share.

Initial Issue. One thousand (1,000) shares of capital stock of the corporation shall be issued at a par value of \$1 per share.

Stated capital. The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

Dividends. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the board of directors, dividends payable either in cash, in property or in shares of the capital stock of the corporation.

No classes of stock. The shares of the corporation are not to be divided into classes.

No share in series. The corporation is not authorized to issue share in series. is not less than five hundred (\$500.00) dollars.

FIFTH: The period of duration of the corporation is perpetual.

SIXTH: The initial address in the State of Florida of the principal office of the corporation is 3126 Center Street, Miami, Florida, 33133.

SEVENTH: The initial board of directors shall consist of One (1) member, who need not be resident of the State of Florida or shareholder of the corporation.

EIGHT: The name and addresses of the persons who shall serve as directors until the first annual meeting of the shareholders, or until their successors shall have been elected and qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Alberto Garcia-Serra President	3126 Center Street Miami, FL 33133
Antonio Lopez Secretary	5108 S.W. 87 th Ave. Cooper City, FL 33328
Jose A. Eskert Treasurer	10200 S.W. 125 th Street Miami, FL 33176

NINTH: The names and addresses of the initial subscribers are as follows:

Alberto Garcia-Serra 667 Shares	3126 Center Street Miami, FL 33133
Jose A. Eskert 333 Shares	10200 S.W. 125 th Street Miami, FL 33176

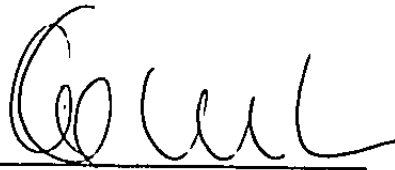
TENTH: Fifty-one percent of the stockholders of the corporation shall be required for any shareholder action.

ELEVENTH: The shareholders shall have the power to adopt, amend, alter, change or repeal the certificate of incorporation when proposed and approved at a stockholder's meeting, with not less than a majority vote of the common stock.

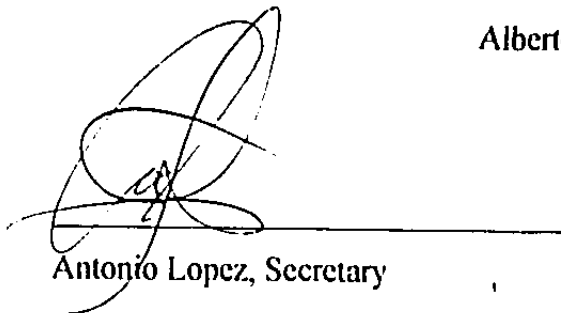
TWELVE: The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be affixed by the board of directors, such as the share of the stock of this corporation as may be issued for money from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder and all shares of common stock currently authorized and issued.

their shares cumulatively so as to give one candidate as many votes as the number of directors to be elected, multiplied by the number of his/her shares, to distribute them among as many candidates as he or she may wish. Notice must be given by any shareholders to the President or a Vice President of said corporation not less than twenty four hours prior to the time set for the holding of a shareholders meeting for the election of directors that said shareholder intends to communicate his or her vote at said election.

IN WITNESS WHEREOF, the undersigned have hereunto subscribed these Articles of Incorporation at Miami, Dade County, Florida, on this 22 day of April, 1998.



Alberto Garcia-Serra, President



Antonio Lopez, Secretary

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared:

Alberto Garcia-Serra, President and Antonio Lopez, Secretary,
whom is to me the person described in and whom subscribed the above Articles of
Incorporation, and he did freely and voluntarily acknowledge to and before me
according to law, that he made and subscribed the same for the uses and purposes
therein mentioned and set forth.

IN WITNESS THEREOF, I have hereunto set my hand and official seal at
Miami, Dade County, Florida, this 22 day of April, 1995.



CYNTHIA M. DUNCAN
My Comm. Exp: 3/15/98
Bonded By Service Ins
No. GC356035

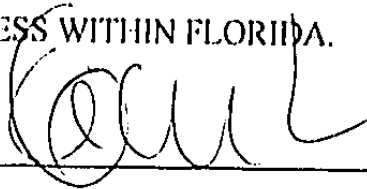
Notary Public

Cynthia M. Duncan
3/15/98

**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 48.901, FLORIDA STATUTES THE
FOLLOWING IS SUBMITTED:**

FIRST: THAT ALTOPE SOFTWARE, INC. DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS
PRINCIPAL PLACE OF BUSINESS AT THE CITY OF MIAMI, STATE OF
FLORIDA, HAS NAMED ALBERTO GARCIA-SERRA, 3126 CENTER
STREET, MIAMI FL. 33133, AS ITS AGENT TO ACCEPT SERVICE OF
PROCESS WITHIN FLORIDA.



Resident Agent

ALBERTO GARCIA-SERRA

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ACKNOWLEDGMENT:

Having been named to accept service of process for the above corporation, at
the place designated in this Certificate, I hereby accept to act in this capacity, and
agree to comply with the provisions of said Act, relative to keeping open said
office.