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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS FROM: EMPIRE COMPUTER KING COMPANY
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FAX: (804) 921-1000 PHONE: (305) 541-1004
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: GENESIS SOFTWARE, INC.

FAX AUDIT NUMBER: H90000008344 CURRENT STATUS: REQUESTED
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TALLAHASSEE, FLORIDA

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RECEIVED
96 MAY -6 AM 8:03
DIVISION OF CORPORATIONS

HB6000006334

**ARTICLES OF INCORPORATION
OF
GENESIS SOFTWARE, INC.**

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TALLAHASSEE, FLORIDA

ARTICLE I

CORPORATE NAME

The name of the Corporation shall be:

GENESIS SOFTWARE, INC.

ARTICLE II

CORPORATE EXISTENCE

The existence of the Corporation shall be perpetual. Corporate existence shall begin upon filing of the Articles of Incorporation by the Department of State.

ARTICLE III

NATURE OF CORPORATE BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

ARTICLE IV

CAPITAL STOCK

This Corporation is authorized to issue a maximum of ONE HUNDRED (100) shares of stock. The shares of stock shall be common stock having a par value of TEN (\$10.00) DOLLARS per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

HB6000006334

LILLIAN VARELA
350 LINCOLN RD. #402
MIAMI BCH., FL 33139
(305) 672-0812
Lillian Varela & Assoc.

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ARTICLE V

INITIAL REGISTER AGENT AND INITIAL REGISTERED OFFICE

The Corporation's Initial Register Agent and Registered Office in the State of Florida shall be:

**H. LEE BRODY
1050 98TH. ST.
BAY HARBOR ISLAND, FL 33154**

ARTICLE VI

DIRECTORS

This Corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one. The name and address of the initial director of this Corporation shall be:

**H. LEE BRODY
1050 98TH. ST.
BAY HARBOR ISLAND, FL 33154**

The members of the First Board of Directors shall hold office until the first annual meeting of the stockholders of the Corporation.

ARTICLE VII

INCORPORATOR

The name and post office address of the Incorporator executing these Articles of Incorporation is as follows:

**LILLIAN VARELA
350 LINCOLN ROAD
SUITE 402
MIAMI BEACH, FL 33139**

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ARTICLE VIII

CORPORATION'S PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of: **GENESIS SOFTWARE, INC.** is as follows:

**1050 98TH. ST.
BAY HARBOR ISLAND, FL. 33154**

The undersigned, being the original subscriber to these Articles of Incorporation, for the purposes of forming a corporation for profit and to do business both within and without the State of Florida, does hereby make, subscribe, acknowledge and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and accordingly, have hereunto set her hand and seal this 2nd. day of May, 1996.



LILLIAN VARELA

**STATE OF FLORIDA)
) SS
COUNTY OF DADE)**

BE IT REMEMBERED that on this day, before me, a Notary Public duly authorized in the State of Florida, County of Dade, to take acknowledgments personally appeared, **LILLIAN VARELA**, to me known to be the person described as incorporator in the foregoing Articles of Incorporation, and she acknowledges before me that he executed said Articles of Incorporation.

WITNESS my hand and official seal at Miami Beach, Dade County, Florida this 2nd. day of May, 1996.

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**CERTIFICATE OF REGISTERED AGENT
OF
GENESIS SOFTWARE, INC.**

Pursuant to Chapter 807.34 of the Florida Statutes, the following is submitted in compliance with said Act:

That GENESIS SOFTWARE, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, at the City of Bay Harbor, County of Dade, State of Florida, has named H. LEE BRODY, located at 1050 88TH. ST., Bay Harbor Island, County of Dade, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

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

DATED this 2nd day of May, 1988.


H. LEE BRODY

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ASSIGNMENT

KNOW ALL MEN BY THESE PRESENTS, that the undersigned in consideration of the sum of one dollar (\$1.00) and other good and valuable consideration, receipt of which is hereby acknowledged, hereby sells, transfers and assigns unto **GENESIS SOFTWARE, INC.** all her right, title and interest in and to the subscription for stock in said corporation and hereby relinquishes all interest therein.



Lillian Varela

**STATE OF FLORIDA
COUNTY OF DADE**

The foregoing ASSIGNMENT was acknowledged before me this 2nd. day of May, 1996 by Lillian Varela, who is personally known to me and who did not take an oath.


Notary Public - State of Florida

**ORIGINAL NOTARY SEAL
ERNE WILLIAMS
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. 00000000
MY COMMISSION EXPIRES OCT. 30, 1996**

**FILED
96 MAY -6 PM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

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