

5/14/96

P.01/12
10:27 AM

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM

TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
DEPARTMENT OF STATE 480 W. FLAGLER
STATE OF FLORIDA SUITE 300
TALLAHASSEE, FL 32399 CONTACT: RAY STOMONT
PHONE: (305) 541-3894
FAX: (305) 541-3770

H96000041321

((H96000006790))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: BYTE ME, INC.
FAX AUDIT NUMBER: H96000006790
DATE REQUESTED: 05/14/1996
CERTIFIED COPIES: 1
NUMBER OF PAGES: 0
ESTIMATED CHARGE: \$122.50
CURRENT STATUS: REQUESTED
TIME REQUESTED: 10:27:37
CERTIFICATE OF STATUS: 0
METHOD OF DELIVERY: FAX
ACCOUNT NUMBER: 072450003255

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

((H96000006790)))
** ENTER 'M' FOR MENU, **
ENTER SELECTION AND <CR>:
Help F1 Option Menu F2

NUM Connect: 00:07:8

RECEIVED
96 MAY 14 PM 2:27
DIVISION OF CORPORATIONS

[Signature]
5/14

[Signature]
NA

FILED
96 MAY 14 PM 5:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MY-15-1996 10:29

00/14/96 10:20 FAX DEPT. OF STATE MIAMI

P.15



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

May 14, 1996

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: BYTE ME, INC.

REF: W96000010295

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The entity name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved entity. Names of administratively dissolved entities are not available for one year from the date of administrative dissolution unless the dissolved entity provides the Department of State with a notarized affidavit executed as required by section 607.0120, 617.01201, 608.5135 or 608.4482 Florida Statutes, permitting the immediate assumption or use of the name by another entity.

Simply adding "of Florida" or "Florida" to the end of a name does not constitute a difference.

When the document is resubmitted, please return a copy of this letter to ensure proper handling.

If you have any questions about the availability of a particular name, please call (904) 486-9000.

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) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: H96000006790
Letter Number: 396A00023962

(6)

ARTICLES OF INCORPORATION

OF

Byte Me Software, Inc.

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be:

Byte Me Software, Inc.

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The principal place of business and mailing address of this corporation shall be:

9441 Southwest 66th Street
Miami, Florida 33173

ARTICLE IV

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

Prepared By:

Brian Martin

THE AUTOMATED BOOKKEEPER, Inc.

2209 BIRD AVENUE #124

COCONUT GROVE, FLORIDA 33133

305-226-0919

FILED
96 MAY 14 PM 5:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H96000006790

H96000006790

H96000006790

To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute §607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

H96000006790

H96000006790

To transact any and all lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary of convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute §607.014;

ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue is the total sum of 100 common stock shares, having an individual par value of \$1.00

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE VI

The name and street address of the initial Registered Agent of this corporation shall be:

GUSTAVO COLL
9441 SOUTHWEST 66TH STREET
MIAMI, FLORIDA 33173

ARTICLE VII

The initial board of Directors shall consist of a total of 2 person(s) and the name and address of the person(s) who is to serve as an initial director(s) is:

① GUSTAVO COLL
9441 SOUTHWEST 66TH STREET
MIAMI, FLORIDA 33173
TITLE: PRESIDENT

② FELIPE A. LEON
9441 SOUTHWEST 66TH STREET
MIAMI, FLORIDA 33173
TITLE: VICE-PRESIDENT

H96000006790

H96000006790

ARTICLE VIII

The name and address of the incorporator executing these
Articles of Incorporation is:

GUSTAVO COLL
9441 SOUTHWEST 66TH STREET
MIAMI, FLORIDA 33173

The undersigned has executed these Articles of Incorporation
this 2ND day of MAY, 19 96.

G Coll
Incorporator

H96000006790

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0301, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

First that Byte Me Software, Inc.

(Name of Corporation)

desiring to organize under the laws of the State of FLORIDA

(Florida)

with its principal office, as indicated in the articles of incorporation has named GUSTAVO GALL

(Name of Registered Agent)

located at Miami, County of Dade

(City)

(County)

State of Florida, as its agent to accept service of process within this state.

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

SIGNATURE

Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 MAY 14 PM 5:20

FILED

H96000006790

H96000006790