

7/15/96

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM

4:00 PM

((H96000009820))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY

DEPARTMENT OF STATE

STATE OF FLORIDA

400 EAST GAINES STREET

TALLAHASSEE, FL 32301

FAX: (904) 321-4000

1007 N. FLORIDA ST.

SUITE 200

MIAMI, FL 33135

CONTACT: RAY STORMONT

PHONE: (305) 541-3084

FAX: (305) 541-3770

((H96000009820))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: CORNELL SOFTWARE, INC.

FAX AUDIT NUMBER: H96000009820

CURRENT STATUS: REQUESTED

DATE REQUESTED: 07/15/1996

TIME REQUESTED: 10:06:21

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 5

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 072450003256

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.

((H96000009820))

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

Help F1 Option Menu F2

NUM CAPS Connect: 00:40:2

FILED
96 JUL 16 AM 11:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9/1/96

DIVISION OF CORPORATIONS

96 JUL 16 AM 7:44

RECEIVED
JUL-15-1996 10:55

EMPIRE CORPORATE KIT

P.11/15

H96000009820

FILED
95 JUL 15 12:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

CORNELL SOFTWARE, INC.

The undersigned incorporator, for the purpose of forming a corporation under Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be: CORNELL SOFTWARE, INC.

ARTICLE II

The principal place of business and mailing address of the corporation shall be: 926 WYCLIFF AVENUE, APT. 5, MIAMI BEACH, FLA. 33139.

ARTICLE III

This corporation may engage in any act or business permitted under the laws of the State of Florida.

ARTICLE IV

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock of the par value of one dollar (\$1.00) per share.

ARTICLE V

This corporation shall commence its existence immediately upon the filing of the Articles of Incorporation and shall perpetually thereafter be in existence unless sooner dissolved by and in accordance with Florida law.

Armando J. Buckle, Jr., Esq.
FL. Bar No 280755
2828 Coral Way #307
Miami, FL 33145
(305) 442-1942

H96000009820

ARTICLE VI

The name and address of the initial registered agent is: ERIN WILLIAMS, 826 EUCLID AVENUE, APT. 5, MIAMI BEACH, FLA. 33139.

ARTICLE VII

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

ERIN WILLIAMS
826 EUCLID AVENUE
APT. 5
MIAMI BEACH, FLA. 33139

ARTICLE VIII

The names and addresses of the members of the first Board of Directors is:

ERIN WILLIAMS
826 EUCLID AVENUE
APT. 5
MIAMI BEACH, FLA. 33139

ARTICLE IX

The initial bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the bylaws or adopt new bylaws shall be vested in the Board of Directors. The bylaws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with the Florida General Corporation Act or these Articles of Incorporation.

Any contract or other transaction between the Corporation and any one or more of its directors are shareholders, members, directors, officers or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of the director or directors at the meeting of the Board of Directors of the corporation that acts upon, or in reference to the contract or transaction, and notwithstanding his or her participation in the action, if the fact of such interest shall be disclosed or known to the board of directors, the interested director is to be counted in determining whether a quorum is present and to be entitled to vote on such authorization or ratification.

ARTICLE X

The private property of the shareholders shall not be subject to payment of the corporate debts to any extent.

H9600009820

H9600009820

H96000009820

ARTICLE XI

This Corporation shall have the power to indemnify and insure its officers and directors to the fullest extent permitted by law.

The undersigned has executed these Articles of Incorporation on this 10th day of JULY, 1996.

Erin Williams
ERIN WILLIAMS
INCORPORATOR

STATE OF FLORIDA

SS:

COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared, ERIN WILLIAMS, the party to the foregoing Articles of Incorporation, known to me to be the person who executed the same freely and voluntarily and that the facts stated therein are truly set forth.

WITNESS my hand and seal at Miami, County of Dade, State of Florida on this 10th day of JULY, 1996.

My commission expires:

Raul Rodriguez
Notary Public



H96000009820

H96000009820

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

Pursuant to the provisions of section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registrar's office/registered agent, in the State of Florida.

First that, CORNELL SOFTWARE, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, has named ERIN WILLIAMS, located at 826 NUCLID AVENUE, APT. 5, MIAMI BEACH, FLA. 33139, 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

Erin Williams

Registered Agent

FILED
26 JUL 16 AM 11:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H96000009820