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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS

FROM: KLEIN AND ASSOCIATES, P.A.
901 NORTHEAST 125TH ST.

DEPARTMENT OF STATE

STATE OF FLORIDA

409 EAST GAINES STREET

TALLAHASSEE, FL 32399

FAX: (904) 922-4000

NORTH MIAMI FL 33161-00009

CONTACT: RON KLEIN

PHONE: (305) 891-6100

FAX: (305) 891-6104

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION

OR P.A.

NAME: HOLMES SYSTEMS SUPPORT, INC.

FAX AUDIT NUMBER: H96000010899

CURRENT STATUS: REQUESTED

DATE REQUESTED: 08/06/1996

TIME REQUESTED: 14:36:41

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

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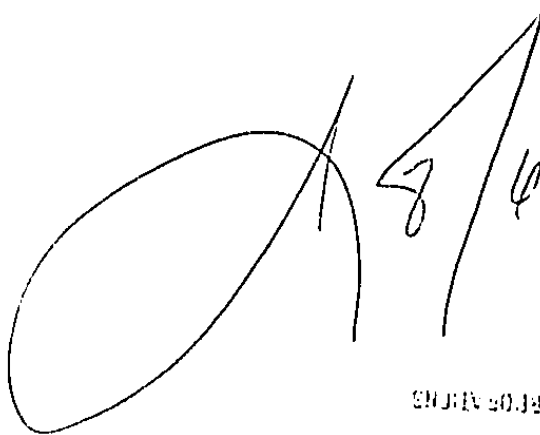
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** ENTER 'M' FOR MENU. **

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



DIVISION OF CORPORATIONS

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Prepared by:
Jodi W. Schwane, Esq.
3385 South Bridge Road
Cooper City, Florida 33024
(954) 433-0193

ARTICLES OF INCORPORATION

-of-

HOLMES SYSTEMS SUPPORT, INC.

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85 AUG -6 PM 3:17
HOLMES SYSTEMS SUPPORT, INC.

I, the undersigned, hereby associate myself for the purpose of becoming a corporation under the laws of the State of Florida, providing for the formation of a corporation for profit, with the powers, rights, privileges and immunities hereinafter, and I do make, subscribe, acknowledge and file with the Secretary of State of the State of Florida, these Articles of Incorporation, and to that end I do by these Articles set forth:

ARTICLE I**NAME**

The name of the corporation shall be: HOLMES SYSTEMS SUPPORT, INC.

ARTICLE II**DURATION**

The duration of the corporation shall be perpetual unless dissolved according to law.

ARTICLE III**PURPOSE**

The general nature of the business, objects and purposes proposed to be carried on and transacted, and to do any and all lawful business for which corporation may be incorporated under the laws of the State of Florida, including but not limited to the following:

Development, sales and service of computer software.

(b) The purposes specified herein shall be construed both as powers and purposes and shall in no way be limited to or restricted by reference to, or inference from, the terms of any other clause in this or any other Article, but the purposes and powers specified in each of the clauses herein shall be regarded as independent purposes and powers and shall

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not be construed to limit or restrict in any manner the meaning of the general terms of, or the general powers of, the corporation under the laws of the State of Florida; nor shall the expression of one thing be deemed to exclude another, although it be of like nature, not expressed;

(c) To do all and everything necessary and proper for the accomplishment of the objects enumerated in these Articles of Incorporation, and in general to carry on any lawful business necessary or incidental to the attainment similar in nature to the objects set forth herein.

ARTICLE IV

SHARES

The aggregate number of shares of stock which the corporation is authorized to issue and have outstanding at any time is: five Hundred (500) share of Common Stock, which shall have a par value of One Dollar (\$1.00) per share.

ARTICLE V

PRINCIPAL OFFICE

The street address of the principal office of the corporation in the State of Florida is: 5720 57th Way, West Palm Beach, Florida 33409; and the name of the corporation initial Registered Agent is: JODI W. SCHWARTZ, 6565 Taft Street, Suite 200, Hollywood, Broward County, Florida 33024.

The Stockholders may, from time to time, move the principal office to any other address in the State of Florida.

ARTICLE VI

DIRECTORS

The number of directors of this corporation shall not be less than one (1). The number of directors may be increased, from time to time, through the process provided in the corporation's By-Laws.

The name and address of the initial Board of Directors of this corporation is:

GEOFFREY NATHAN
5720 57th Way
West Palm Beach, Florida 33409

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ARTICLE VII**INCORPORATOR**

The name and address of the incorporator of this corporation is:

GEOFFREY NATHAN
5720 57th Way
West Palm Beach, FL 33409

ARTICLE VIII**ADDITIONAL POWERS**

The Directors of the corporation, in addition to the powers conferred by the laws of the State of Florida, shall have the power to make, alter and repeal the By-Laws of the corporation and to set apart, out of any funds of the corporation available for dividends, a reserve or reserves for any proper purpose, and to alter or abolish such reserve or reserves as may be deemed appropriate.

(a) The corporation shall have a first lien on the shares of its members' stock and upon all dividends due the members for any indebtedness by such members to the corporation.

(b) The private property of the stockholder shall not be subject to the payment of the corporate debts to any extent whatsoever.

(c) The corporation shall have full power and lawful authority to accept property, real, personal, or mixed; labor and services (whether such services are performed prior to or after issuance of stock, provided that if the stock is issued prior to the rendition of the services, the shareholder shall execute a written promise to provide such services) in payment for share of its capital stock in lieu of cash, at a just valuation to be fixed by the Board of Directors.

(d) The share of capital stock of the corporation, when certificates thereof shall be issued, shall be fully paid and non-assessable.

(e) Share of the capital stock of the corporation shall be transferred only on the books of the corporation by the holders thereof in person, or by their attorney, upon the surrender and cancellation of a certificate or certificates for like number of shares.

(f) The corporation reserves the right to amend, later, change or repeal any provision contained in these Articles of Incorporation and Certificate of Incorporation in

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any manner now or hereafter prescribed by law, and all rights conferred on officers, directors and stockholders herein are granted subject to this reserve.

ARTICLE IX**DIRECTOR ACTION**

The directors of this corporation may take action by written consent as provided by law.

ARTICLE X**INDEMNITY**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my seal at London, England, this 31 day of July, 1996.

Great Britain and Northern Ireland
London, England
Embassy of the United States of America

Geoffrey Nathan
GEOFFREY NATHAN

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned officer, duly authorized to take oaths and acknowledgments under the law of the State of Florida, GEOFFREY NATHAN to me personally known/who produced A British Passport as identification, and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed same freely and voluntarily for the purposes herein expressed.

WITNESS my hand and official seal at London, England, this Thirtieth day of JULY, 1996.

Jonathan Nussbaum
NOTARY PUBLIC AT LARGE
Jonathan Nussbaum

Print Name Vice Consul of the
United States of America
Serial Number London, England

My Commission Expires:

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with Said Act:

First, HOLMES SYSTEMS SUPPORT, 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 West Palm Beach, County of Palm Beach, State of Florida, has named JODI W. SCHWARTZ, located at 6565 Taft Street, Suite 300, Hollywood, Broward County, Florida, 33024, as its agent to accept service of process within the State of Florida.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-named 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.


JODI W. SCHWARTZ, Registered Agent

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TALLAHASSEE, FLORIDA

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ACCOUNT NO. : 072100000032

REFERENCE : 570901 7124230

AUTHORIZATION :

Patricia Fyfe

COST LIMIT : \$ ~~36.00~~ 36.00

ORDER DATE : October 20, 1997

ORDER TIME : 3:51 PM

ORDER NO. : 570901-175

CUSTOMER NO: 7124230

CUSTOMER: Ms. Helen Lantry
Charterhouse Corporate
Bourne Concourse
Peal Street
Ramsey, UK IM8 1JJ

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TALLAHASSEE FLORIDA

DOMESTIC AMENDMENT FILING

NAME: HOLMES SYSTEMS SUPPORT, INC.

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EFFECTIVE DATE:

☒ ARTICLES OF AMENDMENT
☐ RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY
☒ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

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97 OCT 21 AM 9:00
DIVISION OF CORPORATION

10/21
[Signature]
O/D
Resign

Florida Department of State, Sandra H. Mortham, Secretary of State

OFFICER / DIRECTOR RESIGNATION

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

I, KAREN BREW, hereby resign as DIRECTOR SECRETARY
(Title)

of HOLMES SYSTEMS SUPPORT, INC.
(Name of Corporation)

a corporation organized under the laws of the State of FLORIDA

That the corporation has been notified in writing of the resignation.

K. E. Brew
(Signature of resigning officer/director)

FILING FEE IS \$35.00

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314