

P96000067350

S.D.L.C. Computacion y Siste  
8309 SW 142 Ave Suite 0 114  
Miami, FL 33183

City/State/Zip

Phone //

Office Use Only

FILED  
RECEIVED  
MAR 14 1996  
FBI-MIA

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. \_\_\_\_\_  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

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\*\*\*\*\*70.00 \*\*\*\*\*70.00

- ☐ Walk in      ☐ Pick up time \_\_\_\_\_      ☐ Certified Copy  
☐ Mail out      ☐ Will wait      ☐ Photocopy      ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

W96-16235

510

8/5/96  
410



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
**Secretary of State**

August 5, 1996

**JOSEFINA PEREZ**  
**8309 SW 142ND AVENUE STE G 114**  
**MIAMI, FL 33183**

**SUBJECT: S.D.L.C. COMPUTACION Y SISTEMAS (USA)**  
**Ref. Number: W96000016235**

We have received your document for S.D.L.C. COMPUTACION Y SISTEMAS (USA) and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Please provide an English translation for the entity's name in your cover letter.

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) 487-6878.

**Terri Buckley**  
**Corporate Specialist**

**Letter Number: 696A00037182**

August 8th, 1996

Terri Buckley  
Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Ref: Letter Number 696A00037182

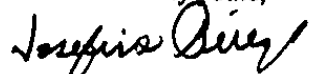
Dear Miss Buckley:

As per our telephone conversation of today and your letter mentioned above, the english translation of S.D.L.C. Computacion y Sistemas (USA), is as follows:

**S.D.L.C. Computation and Systems**

Hoping that this information will allow you to file our corporation,

We remain truly yours,



Josefina Perez

RECEIVED  
DIVISION OF CORPORATIONS  
FLORIDA DEPARTMENT OF STATE  
AUG 14 1996  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
S.D.L.C. COMPUTACION Y SISTEMAS (USA) INC.**

**ARTICLE I**

**NAME**

The name of this corporation is S.D.L.C. Computacion y Sistemas (USA) INC.

**ARTICLE II**

**NATURE OF BUSINESS**

This Corporation is being formed for the following purposes:

To conduct any and all business activities permitted by the laws of the State of Florida

To generally have and exercise all powers, rights and privileges necessary and incident to carrying out properly the objects herein mentioned.

To serve as a purchasing agent for the mother company in Venezuela, supplying their needs for equipment, supplies and other materials in the computation field.

To carry on any other lawful business and to do any and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any or all of the object herein before enumerated or incidental to the purposes and powers herein named or for the enhancement of the value of the corporation or which at any time appear conducive thereto or expedient.

**ARTICLE III**

**TERMS OF EXISTENCE**

This Corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is the date on which these Articles of Incorporation are filed with the Secretary of the State of Florida.

**ARTICLE IV**

**CAPITAL STOCK**

This corporation is authorized to issue 1000 shares of \$1.00 shares of \$1.00 par value common stock, which shall be designated "Common Shares".

**ARTICLE V**  
**INITIAL CORPORATION PRINCIPAL OFFICE, MAILING ADDRESS AND**  
**AGENT NAME**

The street address and mailing address of the initial registered/principal office of the Corporation is 8309 SW 142 Avenue, Suite G-114, Miami, Fl., 33183, and the name of the initial registered agent is Josefina Perez.

**ARTICLE VI**  
**INITIAL BOARD OF DIRECTORS**

This Corporation shall have three Directors 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(1). The name and address of the initial Directors of this Corporation are:

- Solemmy Estrella, 8309 SW 142 Ave, Suite. G-114, Miami Fl, 33183
- Josefina Perez, 8309 SW 142 Ave, Suite G-114, Miami Fl, 33183
- Alfredo Lardizabal, 10700 SW 136 Ct., Miami Fl 33186

**ARTICLE VII**  
**CLASSES OF DIRECTORS**

The By-laws of this Corporation may provide that the Directors be divided into two or more classes whose terms of office shall respectively expire at different times, provided that no such term shall continue longer than three (3) years and provided that at least one third (1/3) in number of the Directors shall be elected annually.

**ARTICLE VIII**  
**AMENDMENTS TO ARTICLES OF INCORPORATION AND BY-LAWS**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments hereto and any right conferred upon the shareholders is subject to this reservation. Further, the power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders of this Corporation.

## **ARTICLE IX OFFICERS**

The name and addresses of the Officers who are to serve until changed in acceptance with the by-laws of the Corporation are:

- Solemmy Estrella, 8309 SW 142 Ave, Suite G-114, Miami Fl 33183, President.
- Josefina Perez, 8309 SW 142 Ave, Suite G-114, Miami Fl 33183, Secretary.
- Alfredo Lardizabal, 10700 SW 136 Ct, Miami Fl. 33186, Treasurer.

## **ARTICLES X POWERS**

This Corporation shall have all the corporate powers enumerated in the Florida General Corporation Act.

## **ARTICLES XI DIVIDENDS**

Dividends Payable in shares of any class may be paid to the holders of shares of any other class.

## **ARTICLE IX INDEMNIFICATION**

This Corporation shall indemnify any and all of its Directors, officers, employees or agents or former Directors, have served at its request as a Director, officer employee or agent of another corporation, partnership, joint venture, trust or other enterprise in which its own shares of capital stock or of which it is a creditor, to the full extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, finds, settlements, and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceeding, whether criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made or may be threatened to be made a party by reason of his being or having being a Director, Officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any Director, Officer, employee or agent may be entitled as a matter of law or which he may lawfully granted.

**ARTICLE XIII  
INCORPORATOR**

The name and address of the person signing this article is: Josefina Perez, 8309 SW 142 Ave, Suite G-114, Miami Fl. 33183.

**IN WITNESS WHEREOF**, the undersigned subscriber has executed these Articles of Incorporation.

Dated: July 30th, 1996

  
Josefina Perez

**ACKNOWLEDGMENT**

**STATE OF FLORIDA**

**SS:**

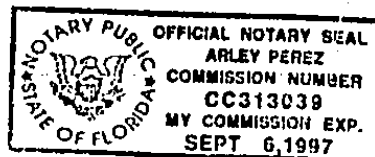
**COUNTY OF DADE**

**BEFORE ME**, a Notary Public authorized to take acknowledgments in the State and county set forth above, personally appeared Josefina Perez, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledges before me that he executed those Articles of Incorporation.

**IN WITNESS WHEREOF**, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this day of July 30th, A.D. 1996.

Notary Public  
State of Florida at Large

My commission expires:





### **CERTIFICATE DESIGNATING REGISTERED AGENT**

In pursuance of Chapter 48,091, Florida statutes, the following is submitted in compliance with said Act:

That **S.D.L.C. Computacion y Sistemas (USA)**, desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Certificate of Incorporation, at the City of Miami, State of Florida, has named Josefina Perez, located at 8309 SW 142 Ave, Suite G-114, Miami, State of Florida, as its agent to accept service process within this State.

### **ACKNOWLEDGMENT:**

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

*Josefina Perez*  
Registered Agent