

P96000068996

Maria C. Mitropoulos-Gonzalez
920 West 79 Place
Hialeah, FL 33014
(305) 823-3787

August 12, 1996

Secretary of State
State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

200001924362
-08/16/96--01059--005
****122.50 ****122.50

RE: Articles of Incorporation
BritSoft Technologies, Inc.

Dear Sirs:

Enclosed is the original and one copy of the Articles of Incorporation for the above referenced corporation.

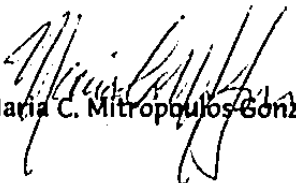
Kindly, prepare a certified copy of said Articles of Incorporation, please endorse your approval thereon and return the copy to us in the enclosed self-addressed envelope.

We are enclosing a check in the amount of \$122.50 to cover the following:

1. Filing Fee \$70.00
2. Certified Copy \$52.00

If a charter cannot be issued for any reason, please contact the undersigned immediately. Thank you for your cooperation in this matter.

Very truly yours,


Maria C. Mitropoulos-Gonzalez

MMG/jd
Encl.
cc: Louise Dowsett
Francisco J. Mitropoulos

AUG 19 1996

BSB

FILED
96 AUG 16 PM 1:28
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BRITSOFT TECHNOLOGIES, INC.

FILED
96 AUG 16 PM 4:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I -- NAME

The name of this Corporation shall be BRITSOFT TECHNOLOGIES, INC.

ARTICLE II -- PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE III -- CAPITAL STOCK

The capital stock the Corporation is authorized to issue, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
100	\$1.00	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the Corporation.

ARTICLE IV -- CORPORATE POWERS

The Corporation shall have all the rights and powers or hereafter conferred on profit filing corporations by the laws of the State of Florida, including, but not limited to, those powers specified in Chapter 607, Fla. Statutes (1995).

ARTICLE V -- COMMENCEMENT AND DURATION

The Corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE VI -- PRINCIPAL OFFICE AND INITIAL REGISTERED AGENT

The principal office and mailing address of this Corporation shall be at 920 West 79 Place, Hialeah, Florida 33014, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Francisco Javier Mitropoulos. Said registered agent is familiar with and accepts the obligations of that position.

ARTICLE VII -- INCORPORATOR

The name and address of the Incorporator signing these Articles of Incorporation are Louise A. Dowsett and Francisco J. Mitropoulos, 920 W. 79 Place, Hialeah, FL 33014.

ARTICLE VIII -- INITIAL BOARD OF DIRECTORS

The Corporation shall be managed by a Board of Directors. The number of Directors constituting the Initial Board of Directors is two (2).

The names and addresses of the first Directors of the Initial Board of Directors, who shall hold office for the first year or until their successors are duly elected and qualified shall be:

<u>Director</u>	<u>Address</u>
Louise A. Dowsett President and Secretary	920 W. 79 Place Hialeah, Florida 33014

<u>Officers</u>	
Francisco J. Mitropoulos Vice President and Treasurer	920 W. 79 Place Hialeah, Florida 33014

The Initial Directors shall hold office until their successors are elected and qualify as provided in the By-laws. Thereafter the term of office of each Director shall be one (1) year and until the election and qualification of a successor. The number of Directors set forth herein and constituting the Initial Board of Directors may be increased or diminished from time to time by the By-laws, but shall never be less than one (1).

ARTICLE IX -- INCORPORATOR

The name and address of each person signing these Articles of Incorporation as a subscriber is:

<u>Name</u>	<u>Address</u>
Louise A. Dowsett	920 W. 79 Place Hialeah, Florida 33014
Francisco J. Mitropoulos	920 W. 79 Place Hialeah, Florida 33014

ARTICLE X -- BY-LAWS

The Initial Directors shall submit the proposed By-laws to the Shareholders at a meeting to be held for that purpose not more than thirty (30) days following the issuance of the Certificate of Incorporation. Following the adoption of By-laws by the affirmative vote of (3/4) of the Shareholders, the internal affairs of the Corporation are to be regulated and managed in accordance with such By-laws.

ARTICLE XI -- INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.


ARTICLE XII - COMMENCEMENT OF EXISTENCE

This Corporation shall commence to exist upon the filing of these Articles with the Secretary of State.

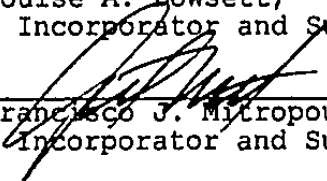
ARTICLE XIII -- DISSOLUTION

The Corporation may be dissolved at any time (1) by unanimous written consent of the Shareholders; or (2) on the affirmative vote of the holders of at least 2/3 of the outstanding shares of the Corporation entitled to vote thereon. On dissolution, the corporate property and assets shall, after payment of all debts of the Corporation, be distributed to the Shareholders pro rata, each Shareholder to participate in the distribution in direct proportion to the number of shares held by him.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 10 day of August, 1996.



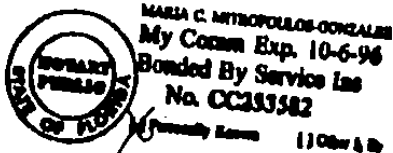
Louise A. Dowsett,
Incorporator and Subscriber



Francisco J. Mitropoulos,
Incorporator and Subscriber

STATE OF FLORIDA)
)
COUNTY OF DADE) SS:

The foregoing instrument was acknowledged before me this
10 day of August, 1996, by LOUISE A. DOWSETT, who personally
appeared before me at the time of notarization, and who is
personally known to me or who has produced _____
as identification.



NOTARY PUBLIC:

Sign _____

Print Maria C. Mitropoulos-Gonzalez
STATE OF FLORIDA AT LARGE

(Seal)

My Commission Expires:

10-6-96

STATE OF FLORIDA)
)
COUNTY OF DADE) SS:

The foregoing instrument was acknowledged before me this
13 day of August, 1996, by FRANCISCO J. MITROPOULOS, who
personally appeared before me at the time of notarization, and
who is personally known to me or who has produced _____
as identification.

NOTARY PUBLIC:

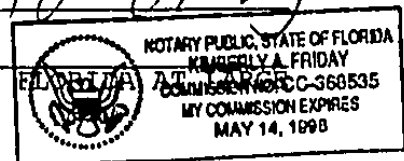
Sign _____

Print _____

STATE OF FLORIDA AT LARGE


(Seal)

My Commission Expires:



CERTIFICATE OF ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT

BRITSOFT TECHNOLOGIES, INC. having appointed the undersigned as its Registered Agent and 920 West 79 Place, Hialeah, Florida 33014 as its registered office, the undersigned, FRANCISCO J. MITROPOULOS, hereby accepts said appointment and agrees to act in said capacity.


FRANCISCO J. MITROPOULOS,
Registered Agent

DATED: this 10
August, 1996.

FILED
96 AUG 16 PM 4:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA