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CORPORATION(S) NAME

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

AMERICAN SOFTWARE AND NETWORK U.S.A., INC.

We, the undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby from a corporation under the laws of the State of Florida.

ARTICLE I

NAME OF CORPORATION

The name of the Corporation shall be AMERICAN SOFTWARE AND NETWORK U.S.A., INC.

ARTICLE II

The general nature of the business to be transacted by this corporation is the sale and distribution of computer hardware and software and any other service and any other activities of business permitted under the laws of the United States and the State of Florida.

To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services, of every class kind and description except that is it not to conduct a banking safe deposit, trust insurance, surety, express, railroad, canal, telegraph, telephone or cementary company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

To conduct business in, have one or more offices in, and buy, hold mortgage, sell, convey, lease or otherwise dispose of real and personal property, including

franchise, patents, copyrights, trademarks and licenses, in the State of Florida, and in all other states and countries.

To conduct debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfers or corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of busienss.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is 500 shares at \$1.00 par value.

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which this corporation will begin business is not less than Five Hundred (\$500.00) Dollars.

TERMS OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS

The initial street address in this State of the

principal office of this corporation is 4990 SW 72nd Avenue, Suite 109, Miami, Florida 33155. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VII

DIRECTORS

This corporation shall have no less than one (1) director initially. The number of directors may be increased or diminished from time to time, by by-laws adopted by the stockholders.

ARTICLE VIII

INITIAL DIRECTORS

The name and street addresses of the members of the first Board of Directors are:

Jose Luis Cano 4990 SW 72nd Avenue Suite 109 Miami, Florida 33155

PRESIDENT

SUBSCRIBERS

The names and street addresses of the subscribers of these Articles of Incorporation, the number of shares of stock which they agree to take and the value of the consideration therefore are:

NAME

ADDRESS

SHARES

CONSIDERATION

The state of the s

Jose Luis Cano

see above

500

\$500.00

REGISTERED AGENT

The intitial designation of the registered office of the Corporation shall be 4990 SW 72nd Avenue, Suite 109, Miami, Florida 33155 and the registered agent shall be JOSE LUIS CANO.

Pursuant to Florida Statutes 607.164, having been named to accept process for the above stated corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in the capacity, and agree to comply with the provisions of the Act relative to keeping open said office.

By:

JOSE LAND, REGISTERED AGENT

ARTICLE IX

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I, the incorporator above named, have hereunto set my hand and seal this 13th day of January, 1997.

JOSE LUIS CA STATE OF FLORIDA)

I HEREBY CERTIFY, that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared, JOSE LUIS CANO, to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation.

WITNESS my hand and official seal in the county and State named above this 13th day of January, 1997.

NOTARY PUBLIC

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