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Charter Number Only

2/4/97

Cudy

Don Gonzalez

Requestor's Name
9050 Pines Blvd. #450

Address
Pembroke Pines FL

City State ZIP Phone

VALIDATION ONLY

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CORPORATION(S) NAME

Southern cross software, Inc.



Empire Toll Free: 1-800-432-3028

FILED
97/FEB-5 PM 2:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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96

FEB -5 AM 10:16

RECEIVED

CERTIFIED COPY

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> NonProfit	<input type="checkbox"/> Foreign	<input type="checkbox"/> Mark
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Reservation	<input type="checkbox"/> Change of Registered Agent
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Photo Copies	<input type="checkbox"/> Certificate Under Seal
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

CERTIFICATE OF INCORPORATION
OF
SOUTHERN CROSS SOFTWARE, INC.

FILED
97 FEB -5 PM 2:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these articles of incorporation hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation is Southern Cross Software, Inc.

ARTICLE II

GENERAL NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100,000 shares of common stock having a nominal or par value of One (\$1.00) Dollar per share. All said shares shall be payable in cash, property, labor or services at a valuation to be fixed by the Board of Directors at a meeting called for that purpose. Property, labor or services may be purchased or paid for with capital stock at a just valuation to be fixed by the Board of Directors.

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which this corporation will begin business is not less than \$100.00.

ARTICLE V

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI

ADDRESS

The initial office address of the principal office of this corporation in the State of Florida is 9050 Pines Blvd., Suite 335, Pembroke Pines, FL 33024. The Board of Directors may from time to time move the principal office to another address in Florida.

ARTICLE VII

DIRECTORS

This corporation shall have not less than one director, however, the number of directors may be increased or diminished from time to time by By-laws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII

INITIAL DIRECTORS

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

Office	Name	Address
Director	Kival Chaves Weber	R. Maria Nassif Mokarzel, 113 13084-650 Campinas, SP, Brazil

ARTICLE IX

The names and post office addresses of the initial officers of the corporation are:

President/Secretary	Kival Chaves Weber	R. Maria Nassif Mokarzel, 113 13084-650 Campinas, SP, Brazil
Vice President of Operations	Jose Antao Moura	R. Maria Nassif Mokarzel, 113 13084-650 Campinas, SP, Brazil
Vice President of Marketing and Sales	Edward A. Baas	9050 Pines Blvd., Suite 335 Pembroke Pines, FL 33024

ARTICLE X

SUBSCRIBER

The name and post office address of the subscriber of these articles of incorporation, the number of shares of stock that he agrees to take and the value of the consideration therefore is:

Name	Address	Shares	Consideration
Sociedade Brasileira para Promocao da Exportacao de Software - Softex	R. Maria Nassif Mokarzel, 113 13084-650 Campinas, SP, Brazil	100,000	\$100,000.00

ARTICLE XI

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 a stockholders' meeting by two thirds 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 made.

ARTICLE XII

REGISTERED OFFICE AND REGISTERED AGENT

That Southern Cross Software, 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 Pembroke Pines, the County of Broward, State of Florida, hereby designates Edward A. Baas, as registered agent, to accept services within the State. The registered office of the corporation shall be 9050 Pines Blvd., Suite 335, Pembroke Pines, FL 33024.

WITNESS the hand and seal of the incorporators in Broward County, State of Florida, this
3rd day of February 1997.

INCORPORATOR



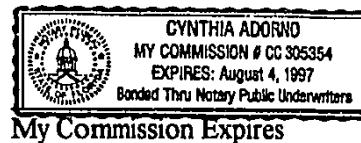
Edward A. Baas

STATE OF FLORIDA)
) S.S.
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgements, that Edward A. Baas, who is personally known to me/who presented the following identification personally known, and who executed the foregoing instrument and he acknowledged before me that he executed the same.

WITNESS my hand and seal at, Broward County, Florida this 3rd day of February, 1997.

Cynthia Adorno
Notary Public-State of Florida



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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

FIRST: That Southern Cross Software, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Pembroke Pines, State of Florida, has named Edward A. Baas as its Agent to accept service of process within Florida.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Edward A. Baas

Date: February 3, 1997

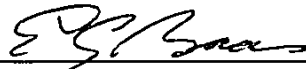
**CERTIFICATE OF DESIGNATION
REGISTERED OFFICE/REGISTERED AGENT**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is Southern Cross Software, Inc.
2. The name and address of the registered agent and office is:

Edward A. Baas
9050 Pines Blvd., Suite 335
Pembroke Pines, FL 33024



Edward A. Baas

Date: February 3, 1997

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.



Edward A. Baas

Date: February 3, 1997