

P97000029664

TRANSMITTAL LETTER

Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

EFFECTIVE DATE  
3-23-97

FILED  
97 MAR 28 AM 9:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SUBJECT: SOFTWARE DEVELOPMENT ASSOCIATES, INC.  
(Proposed corporate name - must include suffix)

800002126938--8  
-03/28/97--01067--011  
\*\*\*\*122.50 \*\*\*\*122.50

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

       \$70.00  
Filing Fee

       \$78.75  
Filing Fee &  
Certificate

  X   \$122.50  
Filing Fee &  
Certified Copy

       \$131.25  
Filing Fees,  
Certified Copy  
& Certificate

ADDITIONAL COPY REQUIRED

FROM: ANGEL J. ESPINOSA, JR.  
Name (Printed or typed)

8380 SW 90<sup>TH</sup> STREET  
Address

MIAMI, FL 33156  
City/State/Zip

(305) 666-3924  
Daytime Telephone Number

Cristina Espinosa GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT ADD PRIN ADDRESS  
DATE 4/2/97  
JCC. EXAM. nc

NOTE: Please provide the original and one copy of the articles.

nc 4/2/97

EFFECTIVE DATE

MAR 23 1997

## ARTICLES OF INCORPORATION

*The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.*

### ARTICLE I NAME

The name of the corporation shall be:

**SOFTWARE DEVELOPMENT ASSOCIATES, INC.**

### ARTICLE II PURPOSE OF CORPORATION

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

### ARTICLE III INCORPORATOR

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

Angel J. Espinosa, JR  
8380 SW 90<sup>TH</sup> Street  
Miami, Fl. 33156

### ARTICLES IV OFFICER(S)

The officers of the Corporation shall be:

President:	Angel J. Espinosa JR.
Secretary:	Angel J. Espinosa JR.
Treasurer:	Angel J. Espinosa JR.

Whose addresses shall be the same as the principal office of the Corporation.

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## **ARTICLE V DIRECTOR(S)**

The Director(s) of the Corporation shall be:

Angel J. Espinosa JR

whose address shall be the same as the principal office of the Corporation.

## **ARTICLE VI CORPORATE CAPITALIZATION**

The maximum number of shares that this Corporation is authorized to have outstanding at any time is **ONE THOUSAND (1000)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

## **ARTICLE VII INITIAL CAPITAL**

The amount of capital with which this corporation shall begin business is no less than:

**100 SHARES OF ONE DOLLAR (\$1.00) EACH**

## **ARTICLE XII REGISTERED OFFICE AND REGISTERED AGENT**

The initial address of registered office of this Corporation is **SOFTWARE DEVELOPMENT ASSOCIATES, INC.**, located at 8380 SW 90<sup>TH</sup> Street, Miami, Fl. 33156. The name and address of the registered agent of this Corporation is **SOFTWARE DEVELOPMENT ASSOCIATES, INC.**, 8380 SW 90<sup>TH</sup> Street, Miami, Fl. 33156. This is also the principal office and mailing address.

## **ARTICLE XIII BYLAWS**

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

## **ARTICLE XIV INDEMNIFICATION**

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the corporation against liability if was a director, officer, employee or agent of the corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain

## **ARTICLE VIII SHAREHOLDER'S RESTRICTIVE AGREEMENT**

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

## **ARTICLE IX POWERS OF CORPORATION**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

## **ARTICLE X TERMS OF EXISTENCE**

This Corporation shall have perpetual existence.

## **ARTICLE XI REGISTERED OWNER(S)**

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation of the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

#### **ARTICLE XVI EFFECTIVE DATE**

These Articles of Incorporation shall be effective March 23, 1997.

#### **ARTICLE XVII AMENDMENT**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation, or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

**IN WITNESS WHEREOF**, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this March 23, 1997.

  
Angel J. Espinosa, JR Incorporator

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

**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 Software Development Associates, Inc.
2. The name and address of the registered agent and office is: Angel J. Espinosa, JR 8380 SW 90<sup>TH</sup> Street Miami, Fl. 33156.

\_\_\_\_\_  
Angel J. Espinosa JR  
(NAME)

\_\_\_\_\_  
8380 SW 90th Street  
(PO Box or Mail Drop Box **NOT** acceptable)

\_\_\_\_\_  
Miami, Fl. 33156  
(CITY/STATE/ZIP)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 MAR 28 AM 9:02

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*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.*

\_\_\_\_\_  
*Angel Espinosa*  
(SIGNATURE)

\_\_\_\_\_  
3/25/97  
(DATE)

**DIVISION OF CORPORATIONS, PO BOX 6327, TALLAHASSEE, FL 32314**