

P97000045551

TRANSMITTAL LETTER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 MAY 21 AM 11:00

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

100002166361--1
-05/05/97--01129--018
****131.25 ****131.25

SUBJECT:

Code 3 Software Inc.

(Proposed corporate name - must include suffix)

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

☐ \$122.50
Filing Fee
& Certified Copy

☒ \$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM:

Carlos S Cabrera

Name (Printed or typed)

1732 Julie Tonia Dr.

Address

W P B FL 33415

City, State & Zip

(561) 641-0052

Daytime Telephone number

W97-10630

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

RP
5-22-97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 8, 1997

CARLOS S. CABRERA
1732 JULIE TONIA DR.
WEST PALM BEACH, FL 33415

SUBJECT: CODE 3 INC.
Ref. Number: W97000010630

We have received your document for CODE 3 INC. and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must be identical throughout the document.

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) 487-6929.

Randall Purinton
Document Specialist

Letter Number: 497A00024554

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DIVISION OF CORPORATIONS

97 MAY 21 AM 11:00

ARTICLES OF INCORPORATION
of
Code 3 Software INC.

The undersigned person(s), acting as incorporator(s) of a corporation organized under the laws of Delaware, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I
CORPORATE NAME

The name of this corporation is Code Software 3 Inc..

ARTICLE II
SHARES

The total number of shares which the corporation shall have authority to issue is 100 shares of no par value stock.

ARTICLE III
REGISTERED OFFICE AND AGENT

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

Carlos Cabrera
1732 Julie Tonia Dr.
Palm Beach County
West Palm Beach, FL 33415

The address of the principal office is the same as the registered office.

ARTICLE IV PURPOSE

The purpose of the corporation is to engage in any lawful activity permitted by the laws of this state. Including, but not limited to the development and distribution of computer software.

ARTICLE V DIRECTORS

The names and residence addresses of the persons constituting the initial board of directors are:

Carlos Cabrera President
1732 Julie Tonia Dr.
West Palm Beach, FL 33415

Kevin Bruce Vice-President
7406 Overlook Dr.
Lake Worth, FL 33467

Karin Cabrera Secretary
1732 Julie Tonia Dr.
West Palm Beach, FL 33415

Robbin Bruce Treasurer
7406 Overlook Dr.
Lake Worth, FL 33467

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

ARTICLE VI LIABILITY OF DIRECTORS

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her

position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

ARTICLE VII OTHER PROVISIONS

Preemptive Rights. The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

Director or Officer Interest. In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

Stock Transfer Restriction. No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

Corporate Seal. The corporation shall have no corporate seal.

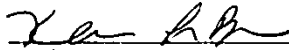
Execution of Written Instruments. All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the board of directors.

Certification

I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.



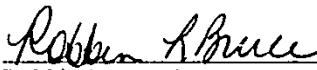
Carlos Cabrera, Incorporator
1732 Julie Tonia Dr.
West Palm Beach, FL 33415



Kevin Bruce, Incorporator
7406 Overlook Dr.
Lake Worth, FL 33467



Karin Cabrera, Incorporator
1732 Julie Tonia Dr.
West Palm Beach, FL 33415



Robbin Bruce, Incorporator
7406 Overlook Dr.
Lake Worth, FL 33467
_____, Incorporator

_____,
his _____ day of _____, 19____.

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

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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 Code 3 software Inc

2. The name and address of the registered agent and office is:

Carlos S Cabrera
(NAME)

1732 Julie Tonia Dr.
(P. O. Box or Mail Drop Box **NOT** ACCEPTABLE)

W. P. B FL 33415
(CITY/STATE/ZIP)

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.

Carlos S Cabrera
(SIGNATURE)

4-22-97
(DATE)