

P97000083455

JUDITH B. GREENE, Esq. P.A.

ATTORNEYS AT LAW
BRICKELL BAY VIEW TOWER
80 S.W. 8TH STREET • SUITE 2550
MIAMI, FLORIDA 33130

JUDITH B. GREENE
ADMITTED TO FLORIDA, NEW YORK,
CONNECTICUT AND DISTRICT OF
COLUMBIA BARS

TELEPHONE (305) 937-2007
TELEPHONE (305) 379-1681
FACSIMILE (305) 374-1719

September 23, 1997

BY EXPRESS MAIL

000002303630--4
-09/25/97--01092--004
****122.50 ****122.50

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

Re: International Computer Associates, Inc.

Dear Sir/Madam:

I enclose an original and two copies of the Articles of Incorporation of International Computer Associates, Inc., a Florida corporation. Please file the original Articles and return a certified copy to me in the enclosed self-addressed postage prepaid envelope. I enclose this firm's check for \$122.50 as payment.

Thank you for your assistance.

Very truly yours,

J. B. G.
Judith B. Greene

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP 25 AM 10:41

JBG/ICA/Secretary of State Incorporation letter

9/24/97

EFFECTIVE DATE

9/18/97

ARTICLES OF INCORPORATION

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I

Name

The name of the corporation shall be:

INTERNATIONAL COMPUTER ASSOCIATES, INC.

ARTICLE II

Business and Purposes

The general nature of the business to be transacted by this corporation, or the objects or purposes of this corporation, shall be to conduct any business operation legal under the laws of the State of Florida.

ARTICLE III

Capital Stock

1. The aggregate number of shares of capital stock authorized to be issued by this corporation shall be one thousand (1,000) shares of non par common stock. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in other property

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP 25 AM 10:41

(tangible or intangible) or in labor or services actually performed for this corporation, at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

2. In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE IV

Existence of Corporation

In accordance of Section 607.0203, Florida Statutes, the existence of this corporation shall commence on the date these Articles of Incorporation are subscribed to and acknowledged, if they are filed with the Secretary of State within five (5) days after subscription and execution. If filed later, the existence of this corporation shall commence upon the filing of these Articles with the Department of State. In either event, the existence of this corporation thereafter shall be perpetual.

ARTICLE V

Principal Office

The principal place of business and mailing address of this corporation shall be 8880 N.W. 20th Street, Suite N, Miami, Florida 33172.

ARTICLE VI

Initial Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 80 S.W. 8th Street, Suite 2550, Miami, Florida 33130, and the initial registered agent at such office shall be Judith B. Greene. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE VII

Board of Directors

The Board of Directors of this corporation shall consist of not less than one (1) or more than five (5) members, the exact number of directors to be fixed from time to time by the stockholders or the by-laws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Directors need not be

stockholders. The stockholders of this corporation may remove any director from office with or without cause.

ARTICLE VIII

Incorporators

The names and street addresses of the incorporators making these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Nancy Santiago	3416 S.W. 49 th Street Ft. Lauderdale, Florida 33312
Rebecca Karl	3416 S.W. 49 th Street Ft. Lauderdale, Florida 33312
Ana Maria Sagastegui	323-10 Ives-Dairy Road Miami, Florida 33172

ARTICLE IX

By-Laws

1. The power to adopt the by-laws of this corporation, to alter, to amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation; provided, however, that any by-law or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by vote of the stockholders.

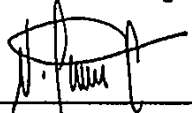
2. The by-laws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs or business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

ARTICLE X

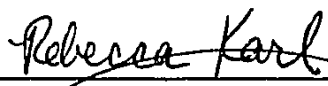
Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

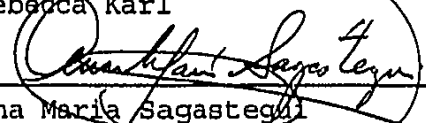
IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles for the uses and purposes therein stated.



Nancy Santiago



Rebecca Karl

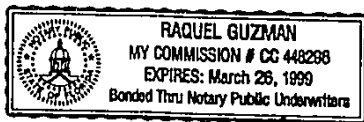


Ana Maria Sagastegui

STATE OF FLORIDA)

SS.:
COUNTY OF Dade ~~BROWARD~~)

Sworn to and subscribed before me this 18 day 5th of
September, 1997, by Nancy Santiago.



Raquel Guzman
Notary Public, State of Florida

Raquel Guzman
Print name:

My Commission Expires:

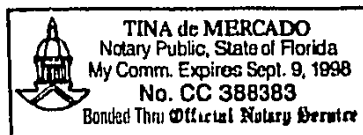
Personally Known _____ or Produced Identification X

Type of Identification Produced: Fla DL

STATE OF FLORIDA)

SS.:
COUNTY OF DADE)

Sworn to and subscribed before me this 11th day of
September, 1997, by Rebecca Karl.



Tina de Mercado
Notary Public, State of Florida

Tina de Mercado
Print name:

My Commission Expires:

Personally Known _____ or Produced Identification X

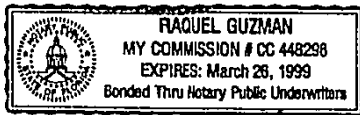
Type of Identification Produced: FDL # K640721519580 exp. 1999

STATE OF FLORIDA)

ss.:

COUNTY OF DADE)

Sworn to and subscribed before me this 18 day Sept. of
September, 1997, by Ana Maria Sagastegui.



Raquel Guzman
Notary Public, State of Florida

Raquel Guzman
Print name:

My Commission Expires:

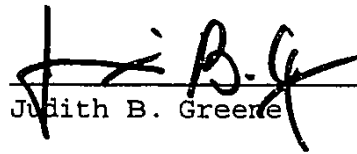
Personally Known _____ or Produced Identification X

Type of Identification Produced: Fla DL

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, Judith B. Greene, having been named as registered agent to accept service of process for the above named corporation, at the registered office designated in the Articles of Incorporation hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 23rd day of September, 1997


Judith B. Greene

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP 25 AM 10:41

JBG/ICA Articles of Incorporation/9/11/97