

P97000089477

TRANSMITTAL LETTER

October 3rd. 1997

Secretary of State
Division of Corporation
P.O. Box 6327
Tallahassee, Fl. 32314

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
97 OCT 17 AM 10:26

Re: SOFTEC, INC.

700002312687--6
-10/06/97--01112--007
****122.50 ****122.50

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation of Softec, Inc. together with check in the amount of \$122.50.

This represents the cost of Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above name corporation.

Very truly yours,



CARLOS R. ROMAN
CRR Corporation
P.O. BOX 165933
Miami, Fl. 33116-5933

Rp

10-17-97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 7, 1997

CARLOS R. ROMAN
P.O. BOX 165933
MIAMI, FL 33116-5933

SUBJECT: SOFTEC, INC.
Ref. Number: W97000022856

We have received your document for SOFTEC, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of 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 (850) 487-6929.

Randall Purinton
Document Specialist

Letter Number: 197A00049083

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 OCT 17 AM 10:26

ARTICLES OF INCORPORATION
OF
SOFT-UNIT, INC.

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

ARTICLE 1 - NAME

The name of the Corporation is SOFT-UNIT, INC.

ARTICLE 2 - PURPOSE OF CORPORATION

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

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this Corporation is 14140 S.W. 84 Street Apt. H-109, Miami, Florida 33183. The Board of Directors may from time to time move the principal offices to any other address within the State of Florida.

ARTICLE 4 - BOARD OF DIRECTORS

The name and post office address of the member of the first Board of Directors and slate of corporate officer are as follows:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
LEONEL MENA	PRESIDENT	14140 S.W. 84 Street Apt. H-109 Miami, Fl. 33183
CARLOS RODRIGUEZ	VICEPRESIDENT	6969 Collins Ave. Apt. 312 Miami Beach, Fl. 33141

ARTICLE 5 - CAPITAL STOCK

The maximum number of shares which the corporation is authorized to issue and have outstanding at any time is 500 shares of common stock, and which common stock shall have a par value of \$1.00 per share. All stock is to be issued as fully paid and exempt from assessment.

The name and post office address of the subscribers to the Articles of Incorporation, and the number of shares of stock that We agree to take are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>CASH VALUE</u>
LEONEL MENA	14140 S.W. 84 Street Apt. H-109 Miami, Fl. 33183	300	US\$ 300.00
CARLOS RODRIGUEZ	6969 Collins Ave. Apt. 312 Miami Beach, Fl. 33141	200	US\$ 200.00

The pledge, sale, transfer or other disposition of the capital stock may be governed and restricted by the By-Laws or written agreement amongst the stockholders which shall be on file in the office of the officers of the corporation so named in Article 5 herein. The By-Laws may provide for cumulative voting by stockholders at all election of the directors of the corporation.

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

ARTICLE 6 - TERM OF EXISTENCE

This Corporation shall exist perpetually unless dissolved according to Florida Law.

ARTICLE 7 - 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 8 - TITLE

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 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.

ARTICLE 9 - BYLAWS

The business of the corporation shall be managed by one (1) Director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). A quorum for the holding of a meeting of the Board of Directors, and for the transaction of any business properly carried out by the directors on behalf of the corporation, shall consist of a majority of the members thereof. But the directors, by unanimous consent in writing, included in the minutes of the corporation, may consent to the doing of any act and such consent in writing shall have the same force and effect as though a formal meeting had been held pursuant to call being duly made as though the said act had been completed and authorized at a meeting at which a quorum had been present, and/or such duties may be delegated to an "Executive Committee".

ARTICLE 10 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is 14140 S.W. 84 Street, Apt. H-109 Miami, Fl. 33183. The name and address of the registered agent is: Leonel Mena, 14140 S.W. 84 Street, Apt. H-109 Miami, Fl. 33183.

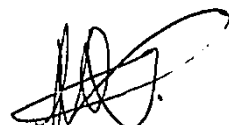
ARTICLE 11 - EFFECTIVE DATE

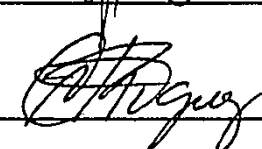
These Articles of Incorporations shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 12 - 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, We have hereunto set our hands and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 2nd day of October, 1997.


____ (SEAL)


____ (SEAL)

STATE OF FLORIDA

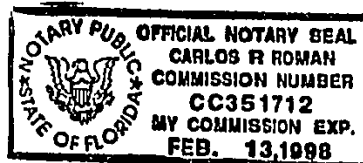
COUNTY OF DADE

before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared: LEONEL MENA, to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 2nd. day of October 1997.



Notary Public, State of Florida at Large



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 OCT 17 AM 10:26

**CERTIFICATE AND ACKNOWLEDGEMENT OF
REGISTERED AGENT OF
SOFT-UNIT, INC.**

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted: The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at 14140 S.W. 84 Street Apt. H-109 Miami, Florida 33183 has named LEONEL MENA located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.



REGISTERED AGENT