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LOCAL REPRESENTATIVE TALLAHASSEE

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-06/29/98-01042-019

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OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. BEST COMPUTWARE INC.

(Corporation Name)

(Document #)

2. \_\_\_\_\_  
(Corporation Name)

(Document #)

3. \_\_\_\_\_  
(Corporation Name)

(Document #)

4. \_\_\_\_\_  
(Corporation Name)

(Document #)

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☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

98 JUN 29 PM 1:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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98 JUN 29 AM 11:07

DIVISION OF CORPORATIONS

Examiner's Initials

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98 JUN 29 PM 1:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**BEST COMPUWARE INC**

I, the undersigned, being desirous of forming a corporation under the Laws of the State of Florida, declare:

**ARTICLE I**

**NAME**

The name of this Corporation shall be:

**BEST COMPUWARE INC**

**ARTICLE II**

**AUTHORIZED SHARES**

The maximum number of shares which the corporation is authorized to issue and have outstanding at any time is 1000 shares of common stock, and which common stock shall have a par of \$1.00 (one dollar) per share. All stock is to be issued fully paid and exempt from assessment.

**ARTICLE III**

**TERM OF CORPORATE EXISTENCE**

The date when corporate existence shall commence shall be upon the filing of these Articles with the Department of State. The corporation shall have perpetual existence unless dissolved according to law.

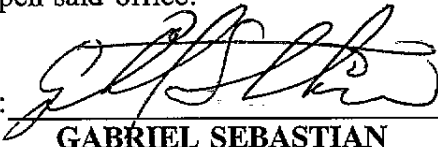
**ARTICLE IV**

**REGISTERED OFFICE AND AGENT**

In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in compliance with said Act:

First-That BEST COMPUWARE INC desiring to organize under the laws of the State Florida with its principal office as indicated in the articles of incorporation at City of Miami, County of Miami-Dade, State of Florida had name GABRIEL SEBASTIAN at 750 W 23 ST. HIALEAH, FL 33010 as its agent to accept service of process within this state.

Having been named to accept service of process for the above state corporation, at place designated in this certificate. I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By:   
GABRIEL SEBASTIAN  
Registered Agent

#### ARTICLE V

##### **PRINCIPAL PLACE OF BUSINESS**

The principal place of business and address is the following:

750 W 23 STREET

HIALEAH, FL 33010

#### ARTICLES VI

##### **DIRECTORS**

The business of the corporation shall be managed by a Board of Directors. The number of directors of the corporation shall be no less than (1) nor more than seven (7), the exact number to be determined from time to time in accordance with the By-Laws and any Shareholders Agreement effect.

This corporation shall have three (1) Director(s) initially.

The name and address of the initial Directors of this Corporation are:

<u>NAME</u>		<u>ADDRESS</u>
GABRIEL SEBASTIAN	PRESIDENT	750 W 23 STREET HIALEAH, FL 33010

#### ARTICLES VII

#### INCORPORATORS

The name and address of the incorporators and subscribers hereto is as follows:

<u>NAME</u>		<u>ADDRESS</u>
GABRIEL SEBASTIAN	100%	750 W 23 STREET HIALEAH, FL 33010

#### ARTICLES VIII

#### INDEMNIFICATION

Every incorporator, director and every officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fee reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a director or officer of the corporation, or any settlement thereof, whether or not he is a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged

guilty of willful misfeasance in the performance of his duties; provided that in the event of settlement the indemnification herein shall apply only when the Board of Directors approves, by a two-thirds vote, such settlement and reimbursement as being for the best interests of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive off all other rights to which such director or officer may be entitled.

## ARTICLE IX

### **BYLAWS**

Where not inconsistent with law, or these Articles, the Bylaws of the corporation may contain any provision for the regulation and management of the affairs of the corporation, including but not limited to restrictions on the transfer or issuance of shares and voting and/or quorum requirements at shareholders and/or director meetings.

  
GABRIEL SEBASTIAN  
PRESIDENT

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