

P98000102022

SOFTNET SA, INC.

3350 ENTERPRISE AVENUE #120  
WESTON, FL 33331

NOVEMBER 9, 1998

Secretary of State  
Capitol Building  
Tallahassee, Florida  
32304

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-12/07/98--01127--001

\*\*\*\*\*70.00 \*\*\*\*\*70.00

Attention: Corporation Division

RE: SOFTNET SA, INC.

Dear Sir:

Please accept for filing, the Articles of Incorporation and the Resident Agent form which designates the Resident Agent for the above-captioned corporation. Enclosed is our check in the amount of \$70.00 to cover the following fees:

Filing Original Articles of Incorporation	\$ 35.00
Resident Agent Fee	<u>35.00</u>
Total	\$ 70.00

Cordially,

  
JAIME EZAGUIRRE

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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CERTIFICATE OF INCORPORATION  
-OF-

SOFTNET SA, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of this corporation is SOFTNET SA, INC.

ARTICLE II. DURATION

The term of existence of the corporation is perpetual.

ARTICLE III. PURPOSE

The corporation may transact any and all lawful business or which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV. CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is 1,000,000 all of which shall be common shares with par value of \$0.01.

ARTICLE V. REGISTERED OFFICE

The street address and mailing address of the principal place of business is 3350 ENTERPRISE AVENUE #120, WESTON, FL 33331, and the street address of the initial registered office of the corporation is 3350 ENTERPRISE AVENUE #120, WESTON, FL 33331, and the name of the initial registered agent is JAIME EYZAGUIRRE.

ARTICLE VI. DIRECTORS

The Board of Directors of the corporation shall consist of three members, but may be increased or decreased by a resolution of the Board of Directors adopted in the manner provided in the Bylaws of the corporation, provided that in no event shall the Board of Directors consist of less than one member.

The names and addresses of the Directors which constitutes the first Board of Directors of the Corporation is:

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SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
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NAME  
CARLOS LORENZO

ADDRESS  
3350 ENTERPRISE AVENUE #120  
WESTON, FL 33331

NORBERTO LEMA

3350 ENTERPRISE AVENUE #120  
WESTON, FL 33331

JAIME EYZAGUIRRE

3350 ENTERPRISE AVENUE #120  
WESTON, FL 33331

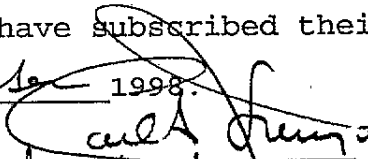
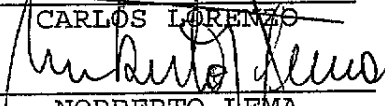
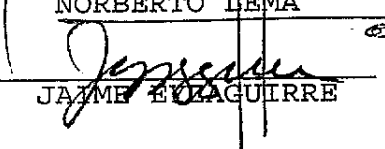
ARTICLE VII. INCORPORATORS

The name and address of the incorporator of the corporation is:

NAME  
JAIME EYZAGUIRRE

ADDRESS  
3350 ENTERPRISE AVENUE #120  
WESTON, FL 33331

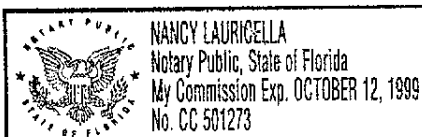
IN WITNESS WHEREOF, the undersigned have subscribed their names this 4 day of December 1998.

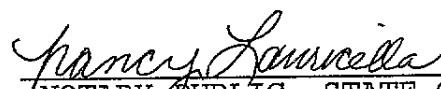
  
CARLOS LORENZO  
  
NORBERTO LEMA  
  
JAIME EYZAGUIRRE

STATE OF FLORIDA )  
COUNTY OF BROWARD ) :SS

On this 4 day of December 1998, before me, the undersigned officers, personally appeared CARLOS LORENZO, NORBERTO LEMO & JAIME EYZAGUIRRE, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged that they executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



  
NOTARY PUBLIC, STATE OF  
FLORIDA AT LARGE

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SECRETARY OF CORPORATIONS  
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STATE OF FLORIDA

SECRETARY OF STATE

Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May Be Served and Names and Addresses of the Officers and Directors.

SOFTNET SA, INC.

The following is submitted, in compliance with Chapter 48.091, Florida Statutes:


SOFTNET SA, INC., a corporation organized under the laws of the state of Florida, with its principal office at 3350 ENTERPRISE AVENUE #120, WESTON, FL 33331 has named JAIME EYZAGUIRRE located at 3350 ENTERPRISE AVENUE #120, WESTON, FL 33331, county of Broward, as its agent to accept service of process within this state.

<u>OFFICERS</u>	<u>TITLES</u>	<u>SPECIFIC ADDRESSES</u>
CARLOS LORENZO	President	3350 ENTERPRISE AVENUE #120 WESTON, FL 33331
NORBERTO LEMA	Treasurer	3350 ENTERPRISE AVENUE #120 WESTON, FL 33331
JAIME EYZAGUIRRE	Secretary	3350 ENTERPRISE AVENUE #120 WESTON, FL 33331

ACCEPTANCE

I agree as Resident Agent to accept Service of Process: to keep this office open during prescribed hours, to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in the office as required by Law.

DATED: 11/9/98

  
JAIME EYZAGUIRRE  
Resident Agent