

FRANK P. NISI, JR. & ASSOCIATES, P.A.
ATTORNEYS AT LAW

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January 7, 1999

VIA: Federal Express

Pam Hall
Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee FL 32314

FILED
99 JAN -8 AM 11:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: BWS America, Inc.
and Proteus Software Technology, Inc.

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-01/11/99--01003--007
*****78.75 *****78.75

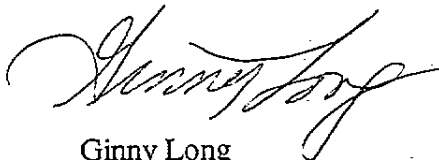
Dear Pam:

Looks like its going to be a busy year. I have enclosed is an original and one (1) copy of the Articles of Incorporation and a Certificate of Acceptance as Registered Agent for service of process within this state for the above-referenced corporations. A check in the amount of \$78.75 which covers the \$35.00 filing fee, \$8.75 for a certified copy of Certificate of Incorporation and \$35.00 for designation of registered agent for each corporation is enclosed.

Please endorse your approval of the Articles of Incorporation on the duplicate copies and return them to me in the enclosed addressed Federal Express package. Feel free to call if you have any questions.

As always your help is greatly appreciated.

Sincerely,
Frank P. Nisi, Jr. & Associates, P.A.



Ginny Long
Legal Assistant

Enclosures

P. Hall

JAN - 8 1999
(41)

**ARTICLES OF INCORPORATION
OF
BWS AMERICA, INC.**

FILED

99 JAN -8 AM 11:05

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

ARTICLE I. NAME

The name of this corporation shall be **BWS America, Inc.**

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles of Incorporation by the Department of State. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue One Million (1,000,000) One Cent (.01) par value shares of common capital stock.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation or the shareholders as provided under the terms of a Shareholder Agreement entered into by and among this Corporation and the shareholders dated as of the date of original issuance of this Corporations shares of capital stock.

On the death of any shareholder, this corporation or the shareholders shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, as provided under the terms of a Shareholder Agreement entered into by and among this Corporation and the shareholders dated as of the date of original issuance of this Corporation's shares of capital stock.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions
Imposed By This Corporation's Shareholder Agreement, A Copy Of
Which Is On File At This Corporation's Principal Office."

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board of Directors shall be 4. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name(s) and address(es) of the individual(s) who shall serve as the Director(s) is/are:

Theodosios Voyatzoglou, 224 Royal Palm Drive, Ft. Lauderdale, Florida 33301
Pieter den Boer, 224 Royal Palm Drive, Ft. Lauderdale, Florida 33301
Kobus Louw, 224 Royal Palm Drive, Ft. Lauderdale, Florida 33301
Phillip Piek, 224 Royal Palm Drive, Ft. Lauderdale, Florida 33301

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's initial registered office shall be:

918 Orange Avenue, Suite B, Winter Park, Florida 32789.

The name of the individual who shall serve as this corporation's initial registered agent at that address is:

Frank P. Nisi, Jr.


ARTICLE X. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator are:

Frank P. Nisi, Jr., 918 Orange Avenue, Suite B, Winter Park, Florida 32789


ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.



Frank P. Nisi, Jr. - Incorporator

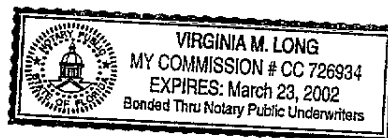
I hereby accept my designation as registered agent and agree to serve as the registered agent of **BWS America, Inc.** I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for **BWS America, Inc.**



Frank P. Nisi, Jr. - Registered Agent

State Of Florida)
County Of Orange)

On January 7, 1999, Frank P. Nisi, Jr., designated above as the individual who shall serve as the corporation's initial registered agent and incorporator, who is (☒) personally known to me, or (☐) produced a Florida driver's license as identification, personally appeared before me at the time of notarization and acknowledged signing these Articles of Incorporation of **BWS America, Inc.**


Notary Public

(SEAL)

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