



P99000049126

Law Offices  
**AIRAN and ASSOCIATES, P.A.**  
275 S.W. 13 Street (Coral Way)  
Miami, Florida 33130

D.S. (Dar) Airan, PhD, \*LLM \*\*

Tel: (305) 860-0034

\*Civil/Environmental Engineering

Fax: (305) 860-0036

\*\*Real Estate, Land Dev. and Finance Law

Bhavani "Bonnie" Nirmal, ~~Associate~~ *of counsel*

May 12, 1999

Department of State  
Division of Corporations  
The Capitol  
Tallahassee, Florida 32304

200002886672--9  
-05/26/99-01011-008  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: COMPUDYNE WINFOSYS U.S.A., Inc.

Gentlemen:

Enclosed are the original and one copy of the Articles of Incorporation for the above-named proposed Florida corporation. Also enclosed is our firm's check in the amount of \$70.00, representing payment of the following:

Filing fee \$ 35.00  
Registered agent fee 35.00

Please file the enclosed Articles of Incorporation and return a time stamped copy to the undersigned in the enclosed self-addressed and stamped envelope.

Thank you for your courtesies in this matter.

Sincerely,

D.S. "Dar" Airan  
DSA:mrp  
Enclosures

FILED  
99 MAY 26 AM 11:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*ajc 6/1*

**ARTICLES OF INCORPORATION**

**OF**

**COMPUDYNE WINFOSYS USA, INC.**

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and the laws of the state of Florida.

**ARTICLE I. CORPORATE NAME**

The name of this corporation is:

**COMPUDYNE WINFOSYS USA, INC.**

**ARTICLE II. NATURE OF BUSINESS AND POWERS**

The general nature of business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida including but not limited to software development, solutions, services, marketing, consulting and training for internet, multimedia applications, virtual reality etc.

**ARTICLE III. CAPITAL STOCK**

Initially, this Corporation shall be authorized to issue and have outstanding a maximum of TEN THOUSAND SHARES (10,000) of shares of common stock with a par value of \$1 per share. Initial stockholders will be Dinesh Chandra and Avishkar Dahiya. Both initial Stockholders shall be entitled to purchase 5000 shares of initially issued stock at the par value of \$1.00 per share.

**ARTICLE III. TERM OF EXISTENCE**

This Corporation shall have perpetual existence commencing upon filing of these articles.

**ARTICLE IV. REGISTERED AGENT, REGISTERED OFFICE AND PRINCIPAL OFFICE**

The Registered Agent and the street address of the Registered agent along with the Registered and Principal Office of the Corporation in the State of Florida shall be:

FILED  
199 MAY 26 AM 11:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Registered Agent and address**

**Lalita D. Airan**  
1429 Alegriano Ave.  
Coral Gables, Fl 33146  
Tel No. 305-860-0034

**Registered and Principal Office**

1007 Shotgun Road  
Sunrise, Fl 33326  
Tel. No. 954-424-1571

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

**ARTICLE VI. BOARD OF DIRECTORS**

This Corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by By-laws adopted by the stockholders, but shall never be less than one.

**ARTICLE VII. INITIAL DIRECTORS**

The following are the initial directors of this Corporation:

**Dinesh Chandra**  
9603 N.W. 8<sup>th</sup> Circle  
Ft. Lauderdale, Fl 33324

**Avishkar Dahiya**  
9603 N.W. 8<sup>th</sup> Circle  
Ft. Lauderdale, Fl 33324

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and has qualified, whichever occurs first.

**ARTICLE VIII. INCORPORATOR**

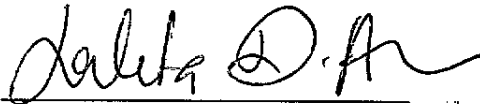
The name and street address of the person signing these articles of incorporation as the incorporator is:

**Lalita D. Airan**  
1429 Alegriano Ave.  
Coral Gables, Fl 33146

**ARTICLE IX. AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote. These Articles can be amended without a shareholders' meeting if all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on May 21, 1999.

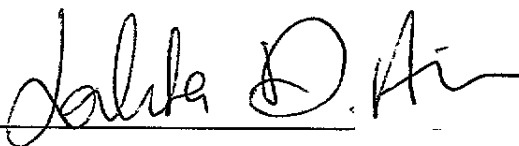


**Lalita D. Airan**  
**Incorporator**

**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process for the Abovenamed Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

**Lalita D. Airan**  
1429 Alegriano Ave.  
Coral Gables, Fl 33146

By: 

**Lalita D. Airan**

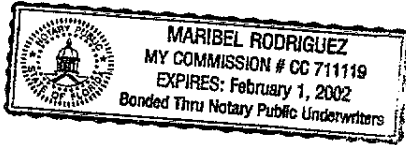
**Resident Agent**

**STATE OF FLORIDA**  
**COUNTY OF MIAMI-DADE**

**BEFORE ME**, a Notary Public, personally appeared to me, known to be the person described as Incorporator and the Registered Agent and who executed the foregoing Articles of

**FILED**  
99 MAY 26 AM 11:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Incorporation and the Acceptance by Registered Agent, and acknowledged before me that this individual subscribed to these Articles of Incorporation on May 21, 1999.



*Maribel Rodriguez*  
Notary Public  
State of Florida at Large  
My Commission expires: 2/1/02