

Charter Number Only

6-19 ANA-VIA

NORONHA - ADVOGADOS

Requestor's Name

1221 BRICKELL AVE. # 1040

Address

MIAMI FL 33131

City

State

ZIP

Phone

(305) 372-0844 A

VALIDATION ONLY

600002892276--7

-06/02/99--01018--021

*****78.75 *****78.75

CORPORATION(S) NAME

GFS SOFTWARE INC.

- ☒ Profit
☐ NonProfit
☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☒ Certified Copy
☐ Call When Ready
☒ Walk In
- ☐ Amendment
☐ Dissolution
☐ Annual Report
☐ Reservation
☐ Photo Copies
☐ Call If Problem
☐ Will Wait
- ☐ Merger
☐ Mark
☐ Other
☐ Change of Registered Agent
☐ Certificate Under Seal
☐ After 4:30
☐ Mail Out
- ☒ Pick Up

Name	
Availability	
Document	
Examiner	
Updater	
Verifier	
Acknowledgment	
W.P. Verifier	

CERTIFIED COPY

99 JUN -2 AM 9:47

RECEIVED

FILED
99 JUN -2 AM 10:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA



Empire Toll Free: 1-800-432-3028

ARTICLES OF INCORPORATION

OF

GFS SOFTWARE INC.

ARTICLE I

CORPORATE NAME

The name of this Corporation is:

GFS SOFTWARE INC.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is:

**1221 Brickell Avenue -- 9th Floor
Suite 928
Miami, FL 33131.**

ARTICLE III

TERM OF CORPORATE EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law and such existence shall commence at the time of the filing of these Articles of Incorporation with Department of State of the State of Florida.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE IV

PURPOSE AND PERMITTED ACTIVITY

The general purpose of this Corporation shall be the transaction of any and all lawful business or activities and this Corporation shall have all of the powers now and hereafter granted to corporations under Florida law and all other applicable law.

ARTICLE V

AUTHORIZED SHARES

The aggregate number of shares which the Corporation shall have authority to issue shall be 100,000 (one hundred thousand) shares of voting common stock with par value US\$1.00 per share.

ARTICLE VI

PREEMPTIVE RIGHTS

Each shareholder of the Corporation shall have the preemptive right to purchase, subscribe for or otherwise acquire, pro-rata, any shares of the Corporation of any class now or hereafter authorized, or any securities, exchangeable for or convertible into such shares, or any warrants or any instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

ARTICLE VII

REGISTERED OFFICE AND INITIAL REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Ana Lucia Teixeira Cantuaria
1221 Brickell Avenue - Suite 1470
Miami, FL 33131.

ARTICLE VIII

BOARD OF DIRECTORS

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the By-Laws.

The names and addresses of the first Board of Directors who shall serve until the first annual meeting of shareholders or until their successors are elected and qualified shall be:

<u>NAMES</u>	<u>ADDRESSES</u>
Jose Guilherme G. Figueroa	1221 Brickell Avenue -- 9th Floor Suite 928, Miami, FL 33131.
Maria Helena Macedo Figueroa	1221 Brickell Avenue -- 9th Floor Suite 928, Miami, FL 33131.

ARTICLE IX

INCORPORATOR

The name and address of the entity signing these Articles of Incorporation as the Incorporator is:

Empire Corporate Kit of America , Inc.
1492 West Flager St., Ste. 200
Miami, FL 33135.

ARTICLE X

INDEMNIFICATION

Every person now or hereafter serving as director, officer or employee of the Corporation shall be indemnified and held harmless by the Corporation from and

against any and all loss, cost, liability and expense that may be imposed upon or incurred by him in connection with or resulting from any claim, action, suit or proceeding, in which he may become involved, as a party or otherwise, by reason of his being or having been a director, officer or employee of the Corporation, whether or not he continues to be such at the time such loss, cost, liability or expense shall have been imposed or incurred, except with regard to matters as to which any such director, officer or employee shall be adjudged in any claim, action, suit or proceeding to be liable for his own gross negligence or willful misconduct in the performance of duty.

Expenses (including attorneys' fees) incurred in defending any claim action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such a proceeding.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 28 day of MAY 1999.

Empire Corporate Kit of America , Inc.
(as Incorporator)

By: Ray Stormont
Ray Stormont
President, Empire
Corporate Kit of America, Inc.

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated Corporation, at the place designated in these Articles of Incorporation, I hereby accept the appointment as Registered Agent and agree to comply with all applicable provisions of law relative to the duties and responsibilities as Registered Agent for said Corporation.

Ana Lucia Teixeira Cantuaria
Ana Lucia Teixeira Cantuaria

FILED
99 JUN -2 AM 10:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA