

Division of Corporations

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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To:

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From:

Account Name : MICHAEL J. FREEMAN, P.A.  
Account Number : 072720000142  
Phone : (305) 442-1567  
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FLORIDA PROFIT CORPORATION OR P.A.

Novadata International Co.

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**ARTICLES OF INCORPORATION**

**OF**

**Novadata International Co.**

**ARTICLE I**

The name of this corporation is Novadata International Co.

**ARTICLE II**

This corporation shall have perpetual existence.

**ARTICLE III**

The general nature of the business to be transacted by this corporation is to make projects, develop, manufacture and trade, import and export products, hardware and/or software, supplies and accessories, components, pieces and parts, in the fields of information technology, telecommunications, digital electronic for third parties or for its own use, as well as hold an ownership interest in other companies, transactions involving livestock, services involving (1) maintenance, installation, technical support, technical assistance, recovery of information technology equipment and parts, (2) development of software and project execution, installation and maintenance of physical and logical environments of electrical and digital networks, (3) development, installation, support and maintenance of basic and applicative systems, (4) data entry, system processing, communication network management, teleprocessing and training, (5) advice, consulting and training on information technology, (6) lease of equipment, software, accessories,

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specialized workforce in information technology, (7) consignment of products, hardware and software, domestic and foreigner, (8) production, commercialization, lease, management, operation and maintenance of rotating parking garages, indoor or outdoor, with the application of technology systems, (9) production, commercialization, lease, management, operation and maintenance of vehicles weigh technology systems highways, (10) production, commercialization, lease, management, operation and maintenance of emission inspection systems for vehicles, (12) production, commercialization, lease, management, operation and maintenance of traffic monitoring systems for highways and urban roads, (13) production commercialization, lease, management, installation and maintenance of security systems, based or not on the use of video cameras, metal arch detectors and security doors, and (14) telecommunications to third parties, entities or individuals, and operate any business permitted under the laws of the United States and the State of Florida. This corporation shall have the powers as enumerated in Section §607.011 of the Florida Statutes, as they presently exist, together with any and all amendments to said Section.

#### ARTICLE IV

The principal place of business for this corporation is SIBS Quadra 1 Conj. C Lotes 1/10, Nucleo Bandeirante, Distrito Federal, CEP: 71.701-970, Brazil.

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**ARTICLE V**

The mailing address of this corporation is SIBS Quadra 1 Conj. C Lotes 1/10, Nucleo Bandeirante, Distrito Federal, CEP: 71.701-970, Brazil.

**ARTICLE VI**

This corporation is authorized to issue seven thousand five hundred (7,500) shares with one dollar (\$1.00) par value common stock, which shall be designated as "Common Shares".

**ARTICLE VII**

The shares of this corporation are to be wholly owned by Novadata Sistemas e Computadores S/A.

**ARTICLE VIII**

The street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation at that address is:

M.J.F. Resident Agent Corp.  
153 Sevilla Avenue  
Coral Gables, FL 33134

**ARTICLE IX**

The name and post office address of the director of this corporation is:

Pedro Luiz Rondon Pinheiro  
SIBS Quadra 1 Conj. C Lotes 1/10  
Nucleo Bandeirante  
Distrito Federal  
CEP: 71.701-790  
Brazil

**ARTICLE X**

The corporation shall have one (1) director initially. The number of directors may be increased from time to time in accordance with the By-Laws of the corporation adopted by

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the stockholders, but there shall always be at least one (1) director. To the extent permitted by law, the corporation shall indemnify and hold harmless each person who shall serve as a director or officer of the corporation, and each person who serves at the request of the corporation as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of her being a director or officer. The corporation shall reimburse such persons for all costs, legal and other expenses reasonably incurred by her in connection with any claims or liability as to which it shall be adjudged that such officer or director is liable to the extent permitted by law.

ARTICLE XI

The name and address of the person signing these Articles is:

Michael J. Freeman  
153 Sevilla Avenue  
P.O. Box 140668  
Coral Gables, FL 33114-0668

ARTICLE XII

These Articles of Incorporation may be amended by manner provided by law. Every amendment shall be approved by the directors, properly proposed by them to the stockholders of the corporation, and approved by said stockholders at a meeting of the majority of said stockholders then entitled to vote thereon, unless all of the Board of Directors and all of the stockholders of the corporation sign a written

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statement manifesting their intention that a certain amendment to the Articles of Incorporation be made.

IN WITNESS WHEREOF, the party hereto has hereunto set her hand and seal at Miami-Dade County, Florida, this.

Novadata International Co.  
a Florida corporation

By: *Michael J. Freeman*  
Michael J. Freeman  
Incorporator

STATE OF FLORIDA)  
COUNTY OF MIAMI-DADE)

BEFORE ME personally appeared Michael J. Freeman, with knowledge that he is the incorporator in the foregoing Articles of Incorporation and that he acknowledged before me that he executed the foregoing Articles of Incorporation.

SWORN TO AND SUBSCRIBED before me this 29<sup>th</sup> day of October 2003.

*Beatriz E. Gonzalez*  
Notary Public  
*BEATRIZ E. Gonzalez*

My Commission Expires:

OFFICIAL NOTARY SEAL  
BEATRIZ E. GONZALEZ  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. DD011545  
MY COMMISSION EXPIRES APR. 19, 2004

*Produced Identification* *✓*  
*Florida Drivers License*

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED IN COMPLIANCE WITH SECTION §48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST - THAT, DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF MIAMI, STATE OF FLORIDA, HAS NAMED M.J.F. RESIDENT AGENT CORP., LOCATED AT 153 SEVILLA AVENUE, COCONUT GROVE, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

By: Michael J. Freeman  
Michael J. Freeman  
Date: October 29, 2003

**ACCEPTANCE**

HAVING BEEN NAMED TO ACCEPT SERVICE OR PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

M.J.F. Resident Agent Corp.  
A Florida corporation

By: Michael J. Freeman  
Michael J. Freeman, President  
Date: October 29, 2003

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