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October 31, 2000

Florida Dept. of State
Division of Corporation
P.O. Box 6327
Tallahass e, FL 32301

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

Subj: Incorporation of CEREBRAL SOFTWARE, INC.

Dear Sir:

Enclosed please find the following:

1. The original and one copy of the Articles of Incorporation for the subject corporation. Please certify one copy and return it to the undersigned.
2. My check in the amount of \$78.75 to cover the filing fees.
3. Designation of Resident Agent.

Kindly acknowledge filing of these Articles of Incorporation in compliance with Florida law and return the certified copy of the Articles of Incorporation to the undersigned at Atlantic Legal Services, Inc., 1592 N. HWY A1A, Satellite Beach, FL 32937. Telephone Number (321) 773-2020.

Thank you for your assistance in this matter.

Sincerely,



George J. Welch

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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FILED

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ARTICLES OF INCORPORATION

OF

CEREBRAL SOFTWARE, INC.

ARTICLE I. NAME

The name of this corporation is

CEREBRAL SOFTWARE, INC.

ARTICLE II. DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock, which shall be designated "common shares".

ARTICLE V. PREEMPTIVE RIGHTS

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3712 Secluded Oak Court, Melbourne, Florida, 32934, and the name of the initial registered agent of this corporation at that address is GEORGE J. WELCH.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial directors of this corporation are:

GEORGE J. WELCH
3712 Secluded Oak Court
Melbourne, Florida 32934

KATHLEEN WELCH
3712 Secluded Oak Court
Melbourne, Florida 32934

ARTICLE VIII. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the corporation is located at 3712 Secluded Oak Court, Melbourne, Florida 32934, and the mailing address of the corporation is 3712 Secluded Oak Court, Melbourne, Florida 32934.

ARTICLE IX. INCORPORATOR

The name and address of the person signing these

articles are:

GEORGE J. WELCH
3712 Secluded Oak Court
Melbourne, Florida 32934

ARTICLE X. AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned subscriber has executed these articles of incorporation on this 31st day of October, 2000.



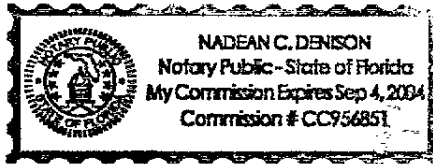
GEORGE J. WELCH

STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared GEORGE J. WELCH to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 31st day of October, 2000.

Nadean C. Denson
FL/DL WH20-310-61-084-0 Notary Public



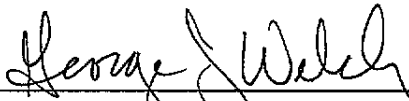
DESIGNATION
AS
REGISTERED AGENT

In compliance with Section 48.091, and Section 607.034,
Florida Statutes, the following is submitted:

That CEREBRAL SOFTWARE, INC., desiring to organize under the
laws of the State of Florida, with its principal office at 3712
Secluded Oak Court, Melbourne, Brevard County, Florida 32934, has
named GEORGE J. WELCH, located at 3712 Secluded Oak Court,
Melbourne, Brevard County, Florida 32934, as its agent to accept
service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the
above named 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.



GEORGE J. WELCH
Registered Agent

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA