

**P95000032469**

ATTORNEYS  
**ZWICK, FRIEDMAN & GOLDBAUM, P.A.**

The Plaza, Suite 801  
5355 Town Center Road  
Boca Raton, Florida 33486

(407) 395-5511  
FAX (407) 368-9274

**Andrew R. Friedman**

April 19, 1995

**000001471480**  
-05/02/95--01134--006  
\*\*\*\*\*122.50 \*\*\*\*\*122.50

Mr. Steve Godfrey  
Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

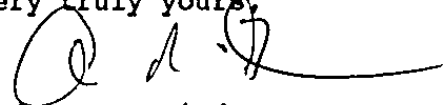
Reference: SOFTWARE COACH, INC.

Dear Mr. Godfrey:

Enclosed herewith please find an original and one copy of the Articles of Incorporation for the above captioned corporation and our check in the amount of \$122.50 to cover the cost associated with same.

If you have any questions regarding the enclosed, feel free to call. Thank you for your cooperation in this matter.

Very truly yours,



Andrew R. Friedman

ARF  
Enclosures

4-25

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FBI

**ARTICLES OF INCORPORATION  
OF  
SOFTWARE COACH, INC.**

RECORDED  
JUL 22 1955

I, the undersigned, being of legal age and natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

**ARTICLE I**

The name of the corporation shall be:

SOFTWARE COACH, INC.

**ARTICLE II**

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

**ARTICLE III**

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows: 100,000 shares common stock, \$1.00 par value.

All of said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation. The payment thereof does not have to be at the time of issuance, provided that said shares are subject to calls thereon until the whole consideration therefor shall have been paid.

**ARTICLE IV**

The amount of capital with which this corporation shall commence business shall not be less than Five Hundred Dollars (\$500.00).

**ARTICLE V**

This corporation shall have perpetual existence, unless dissolved according to law.

**ARTICLE VI**

The principal office of the corporation shall be at: 5355 Town Center Road, Suite 801, Boca Raton, Florida 33486. Said corporation shall have full power and authority to transact business and to establish offices and agencies in such other places within and without the State of Florida and in any foreign countries. The name of the initial registered agent of this Corporation at the above address is: ANDREW R. FRIEDMAN.

**ARTICLE VII**

The business of the corporation shall be conducted by a Board of Directors of not less than one to be increased at the discretion of the Board of Directors.

**ARTICLE VIII**

The name and post office addresses of the first Directors of this corporation, all subject to the provisions of this certificate, By-laws, and the Corporation Law of the State of Florida, who shall hold office for the first year, or until their successors are duly elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
JOSEPH NUDELMAN	P.O. BOX 810231 Boca Raton, FL 33481
SARKIS AMBARTSUMYAN	P.O. BOX 810231 Boca Raton, FL 33481

**ARTICLE IX**

The names and post office addresses of the officers of the corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
JOSEPH NUDELMAN President/Secretary	P.O. BOX 810231 Boca Raton, FL 33481
SARKIS AMBARTSUMYAN Vice President/Treasurer	P.O. BOX 810231 Boca Raton, FL 33481

**ARTICLE X**

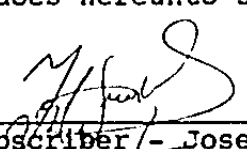
The name and post office address of the subscriber to the Certificate of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
JOSEPH NUDELMAN	P.O. BOX 810231 Boca Raton, FL 33481

**ARTICLE XI**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

IN WITNESS WHEREOF, the undersigned incorporator, being the same person named in Article X above, and in evidence of his desire to form this Corporation does hereunto subscribe his name, this 11 day of April, 1995.

  
\_\_\_\_\_  
Subscriber - Joseph Nudelman

STATE OF FLORIDA            )  
                                  )    BB.1  
COUNTY OF PALM BEACH    )

BEFORE ME, the undersigned authority, personally appeared JOSEPH NUDELMAN, the person described in and whose name is signed to the foregoing Certificate of Incorporation of SOFTWARE COACH, INC., and who is described in said Certificate as the incorporator of said corporation, and he acknowledged before me that he executed the same for the purposes herein expressed.

WITNESS my hand and seal in the County of Palm Beach, State of Florida, this 19 day of April, 1995.

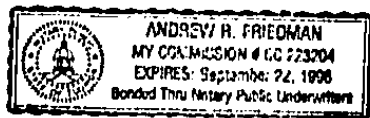


\_\_\_\_\_  
NOTARY PUBLIC, STATE OF FLORIDA  
Printed Name:

Personally known  OR  
Produced Identification

Type of identification \_\_\_\_\_

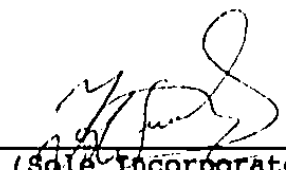
My Commission Expires:



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:

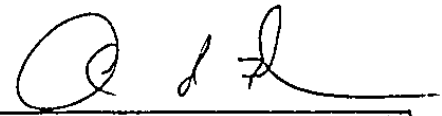
FIRST - THAT SOFTWARE COACH, INC.  
DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF  
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF BOCA  
RATON, STATE OF FLORIDA, HAS NAMED ANDREW R. FRIEDMAN LOCATED AT  
5355 Town Center Road, Suite 801, CITY OF BOCA RATON, STATE OF  
FLORIDA, (33486) AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN  
FLORIDA.

SIGNATURE   
(Sole Incorporator)

TITLE: President

DATE: April \_\_, 1995

HAVING BEEN NAMED TO ACCEPT SERVICE OF 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.

SIGNATURE   
(Registered Agent)

DATE: April 11, 1995

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