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LAW OFFICES

WILLIAM C. MCINTYRE, P.A. FILED

900 EAST OCEAN BOULEVARD, SUITE 14295 JUN 12 PM 2:38
STUART, FLORIDA 34994

WILLIAM CASEY MCINTYRE

SECRETARY OF STATE (407) 288-3000
TALLAHASSEE, FLORIDA FAX (407) 288-2493

June 8, 1995

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

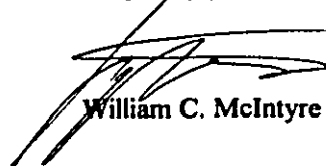
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Re: Software Design & Support, Inc.

To Whom It May Concern:

Enclosed are the original and an extra copy of Articles of Incorporation of Software Design & Support, Inc., together with our firm check in the amount of \$122.50 for the filing fee and certified copy charges. Kindly return the certified copy of the Articles to me in the enclosed stamped, self-addressed envelope.

Very truly yours,



William C. McIntyre

WCM/cb
Enclosures

KW
6-15-95

ARTICLES OF INCORPORATION
OF
SOFTWARE DESIGN & SUPPORT, INC.

FILED
95 JUN 12 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned incorporator of this Corporation, hereby make, execute and acknowledge these Articles of Incorporation under the Florida General Corporation Act, for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

Name

The name of the Corporation is SOFTWARE DESIGN & SUPPORT, INC.

ARTICLE II

Duration and Commencement of Existence

The duration of the Corporation is perpetual. The corporate existence of the Corporation shall commence at the time of filing these Articles of Incorporation by the Department of State of the State of Florida.

ARTICLE III

Purpose and Powers

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of any jurisdiction in which the Corporation may operate. The Corporation shall have all lawful powers necessary or appropriate to

conduct such business including, but not limited to, all corporate powers which corporations may have under Florida law.

ARTICLE IV

Capital Stock

The aggregate number of shares which the Corporation shall have authority to issue is 100 shares of common stock which shall have a par value of \$1.00 per share.

The whole or any part of the authorized shares of the Corporation may be issued for a consideration payable in cash or other property, tangible or intangible, or in labor or services which shall have a value as determined from time to time by the Board of Directors of the Corporation but which shall not be less than the par value of the stock to be issued therefor, provided that such services shall have actually been performed for the benefit of the Corporation prior to the issuance of such stock.

ARTICLE V

Registered Office and Agent

The street address and mailing address of the Corporation's initial registered office shall be:

900 East Ocean Boulevard, Suite 142
Stuart, Florida 34994-3503

The name of the Corporation's initial registered agent at such address is William C. McIntyre.

ARTICLE VI

Street and Mailing Address of Corporation

The street address and mailing address of the Corporation shall be:

9940 S. Ocean Drive, #306
Jensen Beach, Florida 34957

ARTICLE VII

Board of Directors

The number of Directors constituting the initial Board of Directors is two (2).

Thereafter, the number of Directors shall be as provided in the bylaws.

ARTICLE VIII

Initial Board of Directors

The name and address of each person who is to serve as a member of the initial Board of Directors is:

Lon A. Davis
9940 S. Ocean Drive, #306
Jensen Beach, Florida 34957

Gabrielle J. Davis
9940 S. Ocean Drive, #306
Jensen Beach, Florida 34957

ARTICLE IX

Incorporator

The name and address of the incorporator is:

William C. McIntyre
900 East Ocean Boulevard, Suite 142
Stuart, Florida 34994-3503

ARTICLE X

Indemnification


The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI

Amendment

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, these Articles of Incorporation have been executed this

 day of June, 1995.



William C. McIntyre
Incorporator

STATE OF FLORIDA)
COUNTY OF MARTIN)

FILED
95 JUN 12 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The foregoing instrument was acknowledged before me this 8th day of June,
1995, by William C. McIntyre, who is personally known to me.



CATHY J. BARTELS
MY COMMISSION # CO 148787 EXPIRES
September 23, 1995
BONDED THRU TROY FAIN INSURANCE, INC.

Cathy J. Bartels
Printed Name: Cathy J. Bartels
Notary Public, State of Florida

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of EMPIRE INTERNATIONAL ENTERPRISES, INC. and agrees to comply with the provisions of the laws of Florida, including Section 48.091, Florida Statutes, providing for the keeping open of the registered office for service of process.

The undersigned is familiar with, and accepts the obligations provided for in Section 607.0505, Florida Statutes.

Dated: June 8, 1995.

William C. McIntyre
Registered Agent