

FILED

James M. McArdle, Jr.

95 JUN 23 PM 3: 56

5422 Carrier Drive, Suite 201
Orlando, Florida 32819

SECRETARY OF STATE
TALLAHASSEE (407) 351-0966

P95000049758

June 21, 1995

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Proposed Domestic For Profit Corporation: JC Software, Inc.

Enclosed please find an original and two (2) copies of the articles of incorporation for the above corporation, a designation of registered agent, and a check in the amount of \$122.50. Please file the articles and remit a certified copy of them back to me.

FROM: James M. McArdle, Jr.
5422 Carrier Drive, Suite 201
Orlando, Florida 32819

Telephone: (407) 351-0966 Ext.: 113

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Very Truly Yours,

James M. McArdle
JAMES M. McARDLE, JR.

*6-20-95
DPZ*

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be: JC Software, Inc.

ARTICLE II - PRINCIPAL OFFICE

The street address and mailing address of the initial principal office of this corporation shall be: 5422 Carrier Drive, Suite 201, Orlando, Florida 32819.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is one hundred thousand (100,000) shares of common stock having a par value of one cent (\$0.01) per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation in the State of Florida shall be 5422 Carrier Drive, Suite 201, Orlando, Florida 32819.

The name and street address of the initial registered agent of this corporation is James M. McArdle, Jr., 5422 Carrier Drive, Suite 201, Orlando, Florida 32819.

ARTICLE V - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is James M. McArdle, Jr., 4606 Woodlands Village Drive, Orlando, Florida 32835.

ARTICLE VI - INITIAL BOARD OF DIRECTORS


- A The initial number of directors of this corporation shall be two (2).
- B The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this corporation, but shall never be less than one (1).
- C The names and addresses of the initial members of the Board of Directors, who shall hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified, are:

| <u>Name</u> | <u>Address</u> |
|-----------------------|--|
| James M. McArdle, Jr. | 4606 Woodlands Village Drive Orlando, Florida 32835 |
| Cristina S. McArdle | 4606 Woodlands Village Drive Orlando, Florida 32835 |

ARTICLE VII - PURPOSE

The general purpose for which this corporation is organized shall be to conduct and transact any and all lawful business authorized or not prohibited by Chapter 607 of the Florida statutes, as amended.

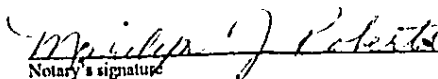
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 21st day of June, 1995.



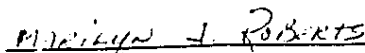
James M. McArdle, Jr.
Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 21st day of June, 1995 by James M. McArdle, Jr. who is personally known to me or who has produced a Florida Driver License as identification and who did take an oath.



Notary's signature



Notary's printed name

Title or rank

Serial number, if any



OFFICIAL SEAL
MARILYN J. ROBERTS
Commission Expires
Oct. 6, 1996
Comm. No. CC 233775

FILED

CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE

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Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned, SECRETARY OF STATE
TALLAHASSEE, FLORIDA corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office / registered agent, in the State of Florida.

1. The name of the corporation is: JC Software, Inc.
2. The name and address of the registered agent and office is:

James M. McArdle, Jr.
5422 Carrier Drive, Suite 201
Orlando, Florida 32819

SIGNATURE

James M. McArdle, Jr.

TITLE

PRESIDENT

DATE

JUNE 21, 1995

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

James M. McArdle, Jr.

DATE

JUNE 21, 1995

REGISTERED AGENT FILING FEE: \$35.00