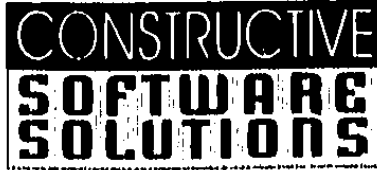


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State of Florida  
Division of Corporations  
PO 6327  
Tallahassee, FL 32314

September 2, 1996

Dear Sir/Madam,

Please process the enclosed Articles of Incorporation and send us a copy to the address below.

Thank you,

Ed Bogel

FILED  
96 SEP -5 AM 9:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AL SEP. 11 1996

Constructive Software Solutions, Inc.  
29605 US 19 North #360  
Clearwater, FL 34621  
Tel (813) 787-7979 Orders (800) 750-7007 Fax (813) 785-5890

**Articles of Incorporation  
of  
Constructive Software Solutions, Inc.**

FILED  
96 SEP -6 AM 9:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

**ARTICLE I  
NAME**

The name of the corporation is Constructive Software Solutions, Inc.

**ARTICLE II  
BUSINESS PURPOSES**

The purpose of the corporation is to engage in any activities or business permitted under the laws of the United States and Florida.

**ARTICLE III  
STOCK**

There will be 2 classes of common stock authorized:

- Class A common stock which grants no general voting rights and no rights to elect members of the Board of Directors.
- Class B common stock which grants full general voting rights and the rights to elect members of the Board of Directors.

The total number of shares of Class A common stock authorized to be issued by the corporation is 7500 shares at \$1.00 par value common stock. The total number of shares of Class B common stock authorized to be issued by the corporation is 7500 shares at \$1.00 par value common stock.

All or any part of said capital stock may be paid for in cash, in property, in labor or services, or for any consideration as may be determined from time to time by the Board of Directors, provided that such consideration shall have a value at least equal to the full par value of such shares.

**ARTICLE IV  
CORPORATE EXISTENCE**

The corporation's existence shall commence on the date of filing with the Secretary of State. The corporation's duration shall be perpetual.

**ARTICLE V  
INITIAL REGISTERED OFFICE**

The address of the initial registered office of the corporation is 3546 Lake Highland Dr., Palm Harbor, Fl. 34683, and the name of the initial registered agent at that address is Eduard Bogel.

ARTICLE VI  
INITIAL CORPORATE ADDRESS

The address of the initial corporate office is 29605 US 19N, Clearwater, FL 34621

ARTICLE VIII  
BOARD OF DIRECTORS

A. INITIAL BOARD OF DIRECTORS. The names and addresses of the initial directors of this corporation are:

Eduard Bogel

3546 Lake Highland Dr.  
Palm Harbor, Florida 34683

Robert G. Sterling

1100 Vernon Spring Ct.  
Atlanta, GA 30327

B. NUMBER AND TERM. The Board of Directors shall be composed of no less than one (1) member who shall be elected at the annual meeting of shareholders to be held at the time and place prescribed in the by-laws. The exact number of directors may be fixed by the by-laws or by the shareholders. Directors need not be shareholders of the corporation. Directors shall hold office after their election for a period of one (1) year or until their successors are duly elected and qualified. The initial members of the Board of Directors, as named in this Article, shall hold office for the first year of existence of the corporation or until their respective successors are duly elected and qualified.

C. POWERS AND DUTIES. Included among the powers and duties of the Board of Directors are the following:

1. electing the officers of the corporation;
2. exercising complete charge of the business of the corporation, including delegating to the officers of the corporation such powers in the conduct of the corporation's business as may be deemed advisable; and
3. determining the compensation of the officers, including those who may also be directors.

**ARTICLE VII  
OFFICERS**

- A. Officers of the corporation shall consist of a Chairman, President, Secretary, and Treasurer, as well as such other officers as the Board of Directors may deem advisable.
- B. Officers need not be stockholders of the corporation.
- C. The names and office of each of the first officers, each of whom shall serve for the first year of the corporation's existence or until their respective successors are duly elected and qualified, are:

Eduard Bogel	Chairman
Robert G. Sterling	President
Eduard Bogel	Secretary
Robert G. Sterling	Treasurer


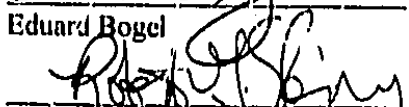
**ARTICLE VIII  
INCORPORATORS**

The names and addresses of the subscriber to these Articles are:

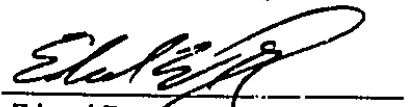
Eduard Bogel	3546 Lake Highland Dr. Palm Harbor, Florida 34683
Robert G. Sterling	1100 Vernon Spring Ct. Atlanta, GA 30327

FILED  
95 SEP -6 AM 9:10  
SUNSHINE NOTARY PUBLIC  
PALM HARBOR, FLORIDA

IN WITNESS WHEREOF, the subscribers to these Articles of Incorporation affix hand and seal on the 24th day of July, 1996

  
 Eduard Bogel  
  
 Robert G. Sterling

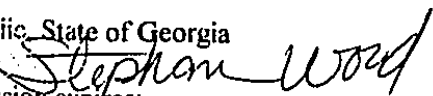
I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

  
 Eduard Bogel

STATE OF GEORGIA  
COUNTY OF Cobb

BEFORE ME, the undersigned authority, personally appeared Eduard Bogel and Rod Sterling whom, upon being duly cautioned and sworn, depose and say that they executed the aforesaid Articles of Incorporation for the uses and purposes therein set forth.

WITNESS my hand and official seal in the State and County aforesaid this 24th day of July, 1996.

Notary Public, State of Georgia  
  
My commission expires:

Notary Public, Cobb County, Georgia  
My Commission Expires April 14, 2000