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January 27, 1999

Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

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-01/28/99--01058--006  
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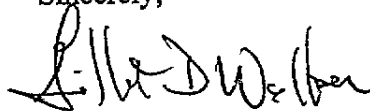
Re: ABSolute Business Software, Inc.

Gentlemen:

Enclosed please find an original and one copy of Articles of Incorporation and Designation of Registered Agent, together with check in the amount of Seventy (\$70.00) Dollars for filing.

Thank you for your prompt service.

Sincerely,



Gilbert D. Walker  
7513 Yellow Bluff Road  
Panama City, FL 32404-8537

Enclosures

FILED  
99 JAN 28 PM 12:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

TA-2/1/99

**ARTICLES OF INCORPORATION**

**OF**

**ABSolute Business Software, Inc.**

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

**ARTICLE I. NAME**

The name of the corporation shall be:

**ABSolute Business Software, Inc.**

**ARTICLE II. PRINCIPAL OFFICE**

The principal place of business of this corporation shall be:

**7513 Yellow Bluff Road  
Panama City, Florida 32404-8537**

The mailing address of this corporation shall be:

**7513 Yellow Bluff Road  
Panama City, Florida 32404-8537**

**ARTICLE III. CAPITAL STOCK**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

**ONE THOUSAND SHARES**

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**ARTICLE IV. INITIAL REGISTERED AGENT AND ADDRESS**

The name and address of the initial registered agent is:

**GILBERT D. WALKER  
7513 Yellow Bluff Road  
Panama City, Florida 32404-8537**

**ARTICLE V. INCORPORATORS**

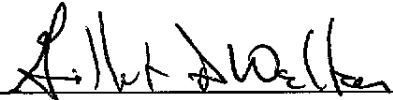
The names and street addresses of the incorporators to these Articles of Incorporation are:

**President: GILBERT D. WALKER  
7513 Yellow Bluff Road  
Panama City, Florida 32404-8537**

**Secretary: GILBERT D. WALKER  
7513 Yellow Bluff Road  
Panama City, Florida 32404-8537**

**Treasurer: GILBERT D. WALKER  
7513 Yellow Bluff Road  
Panama City, Florida 32404-8537**

The undersigned has executed these Articles of Incorporation this 27 day of January, 1999.

  
\_\_\_\_\_  
**GILBERT D. WALKER**  
President

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**


Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned 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:

**ABSolute Business Software, Inc.**

2. The name and address of the Registered Agent and office  
is:

**GILBERT D. WALKER**  
**7513 Yellow Bluff Road**  
**Panama City, Florida 32404-8537**



**GILBERT D. WALKER**  
President

Date: January 27, 1999

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.



**GILBERT D. WALKER**

Date: January 27, 1999

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