

P9600006353/
LAW OFFICE
AMARI, THERIAC & EISENMENGER, P.A.

Attorneys and Counselors At Law

SHAREHOLDERS:

Richard N. Amari
Kohn Bennett
Robert R. Berry
Bradley Roger Bettin, Sr.
Gregory W. Eisenmenger
Carla Neely Freitag
Anthony A. Garganese
Mitchell S. Goldman
J. Wesley Howze, Jr.
Mark S. Peters
David M. Presnick
James S. Theriac, III

Reply To: Melbourne

Mariner Square
Suite 303
96 Willard Street
Cocoa, Florida 32922-7998
Telephone (407) 639-1320
Fax (407) 639-6690
~~~~~

Imperial Plaza  
Suite B104  
6769 N. Wickham Road  
Melbourne, Florida 32940  
Telephone (407) 259-6611  
Telephone (407) 259-6624

July 23, 1996

File No. 96-624S

Bureau of Corporate Records  
Division of Corporations  
Florida Department of State  
P.O. Box 6327  
Tallahassee, FL 32314

200001907182  
-07/30/96--01008--008  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Incorporation of Infoware Systems, Inc.

Gentlemen:

Enclosed please find the original and one (1) copy of Articles of Incorporation of Infoware Systems, Inc.. Also enclosed is our check payable to your order in the amount of \$122.50 for the various fees. Please send a certified copy of the Articles to the above Melbourne address.

Thank you for your assistance in this matter.

Very truly yours,

  
J. Wesley Howze, Jr., Esq.

JWH/ado

Enclosures

FILED  
96 JUL 29 AM 11:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

7.30.96  
18

**ARTICLES OF INCORPORATION**  
**OF**  
**INFOWARE SYSTEMS, INC.**

FILED  
96 JUL 29 10:11:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of this corporation is INFOWARE SYSTEMS, INC.

**ARTICLE II - DURATION**

This corporation shall have a perpetual existence commencing upon the filing of these Articles of Incorporation by the Department of State.

**ARTICLE III - PURPOSE**

The nature of the business or purposes to be conducted or promoted are: To manufacture, design, construct, own, use, buy, sell, lease, hire and deal in and with articles and property of all kinds and to render services of all kinds, and to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue 500 shares of \$1.00 par value common stock.

**ARTICLE V - VOTING RIGHTS**

Except as otherwise provided by law, the entire voting power for the election of directors, and for all other purposes, shall be vested exclusively in the holders of the outstanding common shares.

**ARTICLE VI - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series, as that which

he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 476 Highway A1A, Ste. 4-B, Satellite Beach, FL 32937, and the name of the initial registered agent of this corporation at that address is DONALD F. LINTON.

**ARTICLE VIII - INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial director of this corporation is:

| <u>NAME</u>      | <u>ADDRESS</u>                                         |
|------------------|--------------------------------------------------------|
| DONALD F. LINTON | 476 Highway A1A, Ste. 4-B<br>Satellite Beach, FL 32937 |

**ARTICLE IX - INCORPORATORS**

The name and address of the person signing these Articles of Incorporation is:

| <u>NAME</u>      | <u>ADDRESS</u>                                         |
|------------------|--------------------------------------------------------|
| DONALD F. LINTON | 476 Highway A1A, Ste. 4-B<br>Satellite Beach, FL 32937 |

**ARTICLE X - BY-LAWS**

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

**ARTICLE XI**

**APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER**

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

**ARTICLE XII - COMPENSATION OF DIRECTORS**

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

**ARTICLE XIII - INDEMNIFICATION**

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

**ARTICLE XIV - 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.

**ARTICLE XV - PRINCIPAL OFFICE**

The principal office address and mailing address of this corporation shall be: 476 Highway 1A, Ste. 4-B, Satellite Beach, FL 32937.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 24<sup>th</sup> day of July, 1996.

  
DONALD F. LINTON, INCORPORATOR

STATE OF FLORIDA :  
COUNTY OF BREVARD:

The foregoing instrument was acknowledged before me this 24<sup>th</sup>  
day of July, 1996, by Donald F. Linton, who has shown as proof of  
identification FL Drivers License and who did take an oath.

April D. Ovinge  
Notary Public, State of Florida  
96-6245



April Dawn Ovinge  
MY COMMISSION # CC815146 EXPIRES  
October 31, 1998  
DONOR TO THE TROY FARM INSURANCE, INC.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS  
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST that INFOWARE SYSTEMS, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated by the Articles of Incorporation in the City of Melbourne, County of Brevard, State of Florida, has named DONALD F. LINTON, located at 476 Highway 1A, Ste. 4-B, Satellite Beach, FL 32937, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

  
\_\_\_\_\_(S)  
DONALD F. LINTON

FILED  
96 JUL 29 AM 11:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA