

Sent By: DANIEL HICKS P.A.;  
Division of Corporations

352 351 8054;

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**FLORIDA/FOREIGN LIMITED LIABILITY CO.**

**SOFTWARE ENGINEERING OF AMERICA, L.L.C.**

Certificate of Status	0
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ARTICLES OF ORGANIZATION  
OF  
**SOFTWARE ENGINEERING OF AMERICA, L.L.C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I  
NAME

The name of the limited liability company shall be SOFTWARE ENGINEERING OF AMERICA, L.L.C., ("Company"). The principal office and mailing address of the Company in Florida shall be 3510 SE 132<sup>nd</sup> Place Belleview FL 34420.

ARTICLE II

This is a single member Limited Liability Company, to be managed by the Member, the single Member is SOFTWARE ENGINEERING OF AMERICA, INC., a Delaware Corporation, whose address is 1230 Hempstead Turnpike, Franklin Square NY 11010.

ARTICLE III  
PURPOSES AND POWERS

The general purpose for which the Company is organized is to conduct any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE IV  
REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Daniel Hicks, 421 Pine Street, Ocala FL 34474.

ARTICLE V  
CAPITAL CONTRIBUTIONS

The Member of the Company shall contribute to the capital of the Company the cash or property set forth as follows:


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NAME	CAPITAL CONTRIBUTION	%	Membership Units
SOFTWARE ENGINEERING OF AMERICA, INC., a Delaware corporation	\$1000.00	100%	100

ARTICLE VI  
TERMINATION OF EXISTENCE (CONTINUITY OF LIFE)  
FLORIDA LLC, NOT THE DELAWARE SUB S PARENT COMPANY

The company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of the Member.

IN WITNESS WHEREOF, the undersigned organizer have made and subscribed  
these Articles of Organization at Ocala, Florida, for the foregoing uses and purposes this  
25<sup>th</sup> day of August, 2005

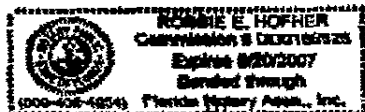
  
SOFTWARE ENGINEERING OF  
AMERICA, INC., a Delaware  
Corporation

By: Salvatore Simeone as its  
President and Chief Executive Officer

STATE OF FLORIDA  
COUNTY OF MARION \_\_\_\_\_

Before me, personally appeared, **SALVATORE SIMEONE**, to me well known and known to me to be the person described in and who executed the foregoing Articles of Organization and acknowledged to and before me that he executed said instrument for the purposes therein expressed, and that he is personally known to me or has produced \_\_\_\_\_ as identification.

WITNESS my hand and official seal this 25<sup>th</sup> day of August, 2006



  
Notary Public, State of Florida

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Notary Public, State of Florida

CERTIFICATE OF DESIGNATION OF REGISTERED  
AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA  
STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE  
FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED  
AGENT, IN THE STATE OF FLORIDA.

1. The name and address of the limited liability company is **SOFTWARE  
ENGINEERING OF AMERICA, L.L.C.**, 3510 SE 132<sup>nd</sup> Place, Belleview FL  
34420.
2. The name and address of the registered agent and office is: Daniel Hicks, 421  
Pine Street, Ocala FL 34474.

Having been named as registered agent and to accept service of process for the above  
stated limited liability company 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.

  
DANIEL HICKS

August 29, 2006

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