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Gabe Panepinto, E.A., CFP

Enrolled To Practice Before the IRS

3901 Appletree Drive

Valrico, FL 33594

(813) 661-1040

Fax (813) 661-1040

November 30, 1999

EFFECTIVE DATE
1-1-00

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

300003080563--1
-12/27/99--01101--006
****122.50 *****78.75

RE: Tortoise Software, Inc.

Gentlemen:

An original and one copy of the articles of incorporation for the above referenced company are enclosed. Also, enclosed is our check for one hundred twenty two dollars and fifty cents (\$122.50) to cover the various filling fees.

Please return a certified copy of the articles to my office at 3901 Appletree Drive, Valrico, FL 33594.

Please call me if you have any questions regarding this filling at (813) 661-1040.

Sincerely,


Gabe Panepinto

FILED
99 DEC 27 AM 8:55
SECRETARY OF STATE
TALLAHASSEE, FL 32304

Enclosures

1-4
OK

ARTICLES OF INCORPORATION

OF

Tortoise Software, Inc.

FILED
99 DEC 27 AM 8:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

1-1-00

ARTICLE I

NAME

The name of this corporation is, Tortoise Software, Inc., and its place of business is, 2132 Tortoise Shell Drive, Orlando, FL 32810.

ARTICLE II

DURATION: EFFECTIVE DATE

This corporation shall exist perpetually, commencing on January 1, 2000.

ARTICLE III

PURPOSE

This corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue One Thousand (1000) shares of one cent per share (.01) par value common stock.

ARTICLE V

REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial Registered Agent of this corporation and the Street address of the initial Registered Office are as follows:

Joshua Davis
2132 Tortoise Shell Drive
Orlando, FL 32810

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have one (2) directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1). The name and address of the director(s) of this corporation is(are):

Joshua Davis
2132 Tortoise Shell Drive
Orlando, FL 32314

Cindy Davis
2132 Tortoise Shell Drive
Orlando, FL 32314

ARTICLE VII

INCORPORATOR

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

Joshua Davis
2132 Tortoise Shell Drive
Orlando, FL 32810

ARTICLE VIII

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 IX

BYLAWS

The Board of Directors shall adopt the initial Bylaws. The power to Alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of directors, subject to repeal or change by action of the shareholders.

ARTICLE X

INFORMAL SHAREHOLDER ACTION

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.394 and the Bylaws.

ARTICLE XI

PREEMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the share preempted within thirty (30) days of receipt of a notice in writing from the corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE XII

INDEMNIFICATION

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

ARTICLE XIII
CUMULATIVE VOTING

In any selection of directors by the shareholders, each shareholder of record entitled to vote shall have the right to cumulate his shares and to give one candidate as many votes as shall equal the number of directors to be elected multiplied by the number of shares owned by each shareholder, or to distribute them on the same principle among as many candidates as he sees fit; provided however, that the notice shall be given by any shareholder to the President or Vice President of the Corporation not less than twenty four (24) hours before the time fixed for the holding of the meeting for the election of directors that he intends to accumulate his votes at such election. This right to vote cumulatively shall not be further restricted or qualified by any provision in the Bylaws of this corporation.

ARTICLE XIV
LONG - TERM EMPLOYMENT CONTRACT

The Board of Directors may authorize the corporation to enter into employment contracts with any executive officer for periods longer than one year, and any charter or Bylaw provision for annual election shall be without prejudice to the contract rights, if any, of the executive officer under contract.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this
23 day of December, 1999.

Joshua Davis

Joshua Davis
INCORPORATOR

STATE OF FLORIDA

COUNTY OF Orange

The foregoing Article of Incorporation were sworn to and acknowledged before me this
day, 23rd of, December, 1999, by, who is personally know to me or who has produced
_____ as identification and who did (did not) take an oath.

Sharon Lee Olivero-Dennis

NOTARY PUBLIC, STATE OF FLORIDA

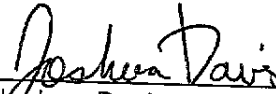
My Commission Expires:



Sharon Lee Olivero-Dennis
MY COMMISSION # CC860007 EXPIRES
August 19, 2003
BONDED THROUGH TROY FARM INSURANCE INC.

ACCEPTANCE AND ACKNOWLEDGMENT

I here by accept to act as Registered Agent, and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and am familiar with and accept the obligations of Florida Statute 607.325.


Joshua Davis
Registered Agent

FILED
99 DEC 27 AM 8:56
SECRETARY OF STATE
TALLAHASSEE, FL 32309