

Neal E. Young
Attorney at Law

300 Third Street, N.W.
Winter Haven, Florida 33881-4082
OFF: (863) 299-6647
FAX: (863) 299-7176

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FILED
00 JAN 21 PM 6:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 17, 2000

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-01/21/00-01102-007
*****122.50 *****78.75

New Filings Section
Secretary of State
P. O. Box 6327
Tallahassee, FL 32314

Re: Explido Software, U.S.A., Inc.

Dear Sirs:

Please find enclosed an original and one copy of the Certificate of Incorporation of above-referenced corporation and an original and one copy of the Certificate Designating the Resident Agent. Please certify one copy after filing and return to this office. My check for \$122.50 is enclosed to cover cost of same.

Very truly yours,


Neal E. Young

NEY/bv

Enclosures

D. BROWN JAN 27 2000

CERTIFICATE OF INCORPORATION

OF

EXPLIDO SOFTWARE, U.S.A., INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: The name of this corporation is EXPLIDO SOFTWARE, U.S.A., INC.

SECOND: The special purpose of the business is development and retail sales of computer software and any lawful business authorized under the Florida General Corporation Act.

THIRD: (a) The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be 7500 shares of voting common stock, par value per share \$1.00. All stock issued shall be fully paid and non-assessable.

(b) The shares of stock to be issued by the corporation shall be issued, accepted, and held subject to the following provisions and restrictions upon sales and transfers thereof:

1. In the event that a stockholder, by which term is included the executors, administrators, heirs, legatees, and the nominee or personal representative of any stockholder, shall desire to sell, assign, give or transfer, any stock or share of stock in the corporation, such stockholder must by giving written notice of such desires to a majority of the Board of Directors, first afford to the corporation or the nominee of the Board of Directors, the right and privilege for ninety (90) days to purchase the same at a price agreed upon in writing between such stockholders and the corporation or such nominee, or in default of such agreement, at a price equal to the book value of said stock,

and no stock of the corporation shall be transferred upon its books unless the foregoing provision has been completed and any attempt to transfer such stock in any other manner will be void.

FOURTH: The amount of capital with which the said corporation will begin business is \$1,000.00.

FIFTH: The said corporation shall have perpetual existence.

SIXTH: The principal office of said corporation is to be located at 129 Wildlife Trail, Lakeland, Florida 33809.

SEVENTH: There shall not be less than one nor more than two Directors of said corporation; provided, however, that the number of Directors of said corporation may be increased in any manner now or hereafter authorized by law.

EIGHTH: The names of the first Board of Directors, and their addresses, who, subject to the provisions herein contained and of the By-laws of said corporation and of the Florida General Corporation Act, Chapter 607, Florida Statutes, as amended, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are the following:

NAME	ADDRESS
Frank Gorgas-Waller	129 Wildlife Trail Lakeland, FL 33809

NINTH: The names and post office address of the several subscribers of this Certificate, and the number of shares of stock of said corporation which each agree to take are as follows:

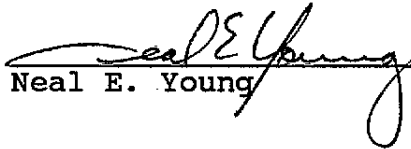
NAME	ADDRESS	SHARES
Neal E. Young	300 Third Street,N.W. Winter Haven, FL 33881	100

TENTH: The officers of said corporation shall be a President, Secretary and Treasurer, and such other officers and agents as may be deemed necessary. All officers, agents and Directors shall be chosen in such manner, shall hold their offices for such terms and shall have such powers and duties as may be prescribed by the By-laws or determined by the Board of Directors. Any person may hold two or more offices.

ELEVENTH: Said corporation reserves the right to amend, alter or change or repeal any provision contained in this Certificate in the manner now or hereafter permitted by law or prescribed by Statute, and all rights conferred upon the stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, we, the undersigned, being such and all of the original subscribers to the capital stock hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida and in pursuance of the Florida General Corporation Act, Chapter 607, Florida Statutes, as amended, do hereby jointly and severally declare and certify that the facts herein stated are true and that we have associated ourselves together for the purpose of becoming a corporation under the said Laws of the State of Florida, and do hereby respectively agree to take the number of shares of stock hereinbefore set forth and stated, and accordingly we have hereunto set our hands and

seals at Polk County, Florida, this 17th day of January, 2000.


Neal E. Young

STATE OF FLORIDA
COUNTY OF POLK

17th The foregoing instrument was acknowledged before me this
day of January, 2000, by Neal E. Young, who is personally
known to me or ~~who has produced~~ _____
as identification.


Notary Public, State of Florida

My Commission Expires:



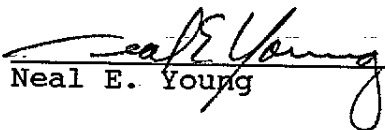
CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted in compliance with said act:

FIRST: That EXPLIDO SOFTWARE, U.S.A., INC. desiring to
organize under the laws of the State of Florida with its principal
office as indicated in the Articles of Incorporation at 129
Wildlife Trail, Lakeland, State of Florida, has named Neal E. Young
located at 300 Third Street, N.W., Winter Haven, State of Florida,
as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the
above-stated corporation, at 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.


Neal E. Young

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