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KOSTO & ROTELLA, P.A.
ATTORNEYS AT LAW

*Raymond J. Rotella
Jeffrey G. Korn
Lawrence M. Kosto
Richard D. Sierra

J. Christopher Rich

*Certified Business Bankruptcy Specialist
and Member of Florida and New Jersey Bar

Reply to:

ORLANDO

Date:

January 24, 2000

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

Re: Articles of Incorporation of: BIZ-SOFT, INC.

300003110833--2
-01/26/00--01036--002
*****122.50 *****78.75

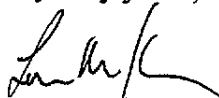
Dear Sir/Madam:

Enclosed herein please find an original and one (1) copy of the Articles of Incorporation of BIZ-SOFT, INC., together with a check for \$122.50 to cover the following:

1. Filing Fee;
2. Charter Tax;
3. Certified Copy; and
4. Registered Agent Certificate

Should you have any questions, please do not hesitate to contact me.

Very truly yours,



LAWRENCE M. KOSTO
For the Firm

LMK/alu
Enclosures

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TALLAHASSEE, FLORIDA

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Ocala Office:
Post Office Box 2498
Ocala, Florida 34478
352/629-7564
Fax 352/629-7988

Orlando Office:
619 East Washington Street
Post Office Box 113
Orlando, Florida 32802
407/425-3456
Fax 407/423-9002

Jacksonville Office:
Suite 1028-Blackstone Building
233 East Bay Street
Post Office Box 4759
Jacksonville, Florida 32201
904/358-7483
Fax 904/354-3567



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 1, 2000

LAWRENCE M. KOSTO
KOSTO & ROTELLA, P.A.
P.O. BOX 2498
OCALA, FL 34478

SUBJECT: BIZ-SOFT, INC.
Ref. Number: W00000002802

We have received your document for BIZ-SOFT, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6878.

Alan Crum
Document Specialist

Letter Number: 000A00004728

AFFIDAVIT

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME the undersigned authority, this day personally appeared MILAGROS R. HONDA, who after being duly sworn deposes and says:

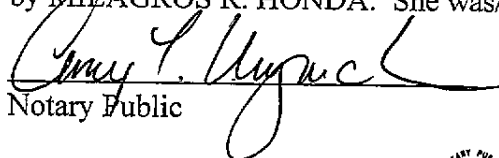
1. Affiant is MILAGROS R. HONDA, who is over the age of eighteen, and has personal knowledge of all matters asserted herein.
2. At all material times, Affiant was the President of BIZ-SOFT, INC.
3. BIZ-SOFT, INC. has no intention of reinstating the corporation, and relinquishes all rights to the name BIZ-SOFT, INC. and authorizes the Secretary of State to allow this name to be used for a new corporation formed by Milagros R. Honda and Linda Prendergast.

FURTHER AFFIANT SAYETH NOT.



MILAGROS R. HONDA

The foregoing instrument was acknowledged before me this 21st day of January, 2000, ~~December, 1999~~.

by MILAGROS R. HONDA. She was/is the President of BIZ-SOFT, INC..She is known to me.


Notary Public

My Commission Expires:

 Amy L Urspruch
My Commission CC664956
Expires July 20, 2001

ARTICLES OF INCORPORATION
OF
BIZ-SOFT, INC.

STATE OF FLORIDA
COUNTY OF ORANGE

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under and by virtue of the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges, and immunities of a corporation for profit.

ARTICLE I

The name of the corporation shall be: **BIZ-SOFT, INC.**

ARTICLE II

The objects and purposes of the corporation and the general nature of the business or businesses to be transacted shall be as follows:

1. To engage in the business of creating software and holding and licensing the rights to the use of software, and the providing of sales and computer consulting services.
2. To engage in all other lawful businesses.
3. To make and enter into all contracts necessary and proper for the conduct of its business or businesses.
4. To borrow money of any person, firm or corporation, to issue bonds, debentures, or obligations of this corporation from time to time for any of the object or purposes of the corporation and to secure same by mortgage, pledge or by any other lawful means.
5. To have offices, conduct its business and promote its objects within or without the State of Florida, in other states, the District of Columbia, the territories and possessions of the

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TALLAHASSEE, FLORIDA

United States, and in foreign countries without restriction as to place or amount.

6. To do any and all things necessary, suitable and proper for the accomplishment of any of the purposes or for the attainment of any of the objects or for the exercise of any of the powers herein set forth, whether herein specified or not, either along or in connection with other firms, individuals or corporations, whether in the State of Florida or throughout the United States or elsewhere, and to do any other act or acts, thing or things incidental or pertinent to or connected with the businesses hereinbefore described, or any part or parts thereof, if not inconsistent with the Laws of the State of Florida.

7. In general, this corporation shall have and exercise all the powers conferred by the Laws of the State of Florida upon corporations for profit. It is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner such general powers.

ARTICLE III

The corporation shall have perpetual existence.

ARTICLE IV

The address of the principal office of the corporation shall be 1063 Kelsey Avenue, Oviedo, Florida 32765.

ARTICLE V

The capital stock of the corporation shall consist of 7,500 shares of common stock with a \$1.00 par value.

ARTICLE VI

The amount of capital with which the corporation shall commence business shall not be less than \$500.

ARTICLE VII

The business of the corporation shall be conducted by a Board of not less than one director. The name and post office address of the first director(s) is/are as follows:

MILAGROS R. HONDA

LINDA PRENDERGAST

1063 Kelsey Avenue

1063 Kelsey Avenue

Oviedo, Florida 32765

Oviedo, Florida 32765

ARTICLE VIII

The officers of the corporation shall be a President, one or more Vice Presidents, a Secretary and a Treasurer. The number of Vice Presidents may be fixed and determined by the Board of Directors from time to time. Until the first meeting of the Board of Directors or until their successors are elected and have qualified, the following shall be the officers of the corporation:

President: MILAGROS R. HONDA

Vice President: LINDA PRENDERGAST

Secretary: LINDA PRENDERGAST

Treasurer: LINDA PRENDERGAST

ARTICLE IX

The annual meeting of the stockholders shall be held on the fifteenth day of September, of each year, or at such other time as may be fixed by the By-Laws, at which time the Board of Directors shall be elected and such other business as may properly come before the meeting may be considered and transacted.

The officers of the corporation shall be elected annually by the Board of Directors at a meeting of the Board of Directors to be held annually immediately following the annual

stockholders' meeting.

The time, place and manner of calling meetings of the stockholders or directors shall be fixed by the By-Laws of the corporation. The Board of Directors may provide for the election of and prescribe the duties of such other officers and agents as the Board may deem advisable and proper, and may take such action not inconsistent with the Articles of Incorporation, and the By-Laws of the corporation and the Laws of the State of Florida, as such Board may deem advisable for the conduct and operation of the business of the corporation.

The Board of Directors shall appoint a resident agent as required by the Laws of the State of Florida.

ARTICLE X

The highest amount of liability to which this corporation can, at any time, subject itself, shall be unlimited.

ARTICLE XI

A special meeting of the subscribers or their assigns shall be held, upon the call of the President, for the purpose of completing the organization of the corporation and the adoption of the By-Laws and the transaction of such other business as may be desired.

IN WITNESS WHEREOF, we have hereunto set our hands and seals at Orlando, Florida,
this 24th day of January, 2000 ~~August, 1999~~.


MILAGROS R. HONDA, Incorporator

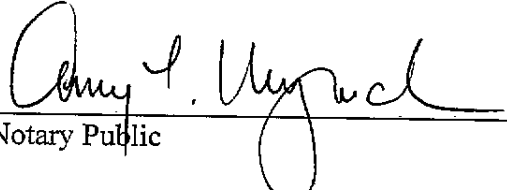

LINDA PRENDERGAST, Incorporator

STATE OF FLORIDA

COUNTY OF ORANGE

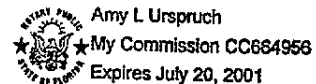
BEFORE ME, the undersigned authority, personally appeared MILAGROS R. HONDA, who after being first duly sworn, acknowledged before me that he signed the foregoing Articles of Incorporation for the uses and purposes therein expressed.

Sworn to and subscribed before me this 24th day of January, 2000 ~~December, 1999~~.



Notary Public

My Commission Expires:



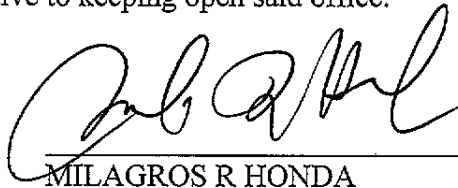
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.**

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

FIRST, that **BIZ-SOFT, INC.**, desiring to organize under the Laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at City of Orlando, County of Orange, State of Florida, has named MILAGROS R. HONDA located at 1063 Kelsey Avenue, Oviedo, Florida 32765, 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 place designated in this certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.



MILAGROS R HONDA

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TALLAHASSEE, FLORIDA