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JERALD J. CHLIPALA, P.A. 2000 FEB -7 PM 2:54

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SECRETARY OF STATE
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February 4, 2000

PO00000015080

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32301

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-02/07/00--01109--018
****122.50 *****78.75

RE: THINKING CAP SOFTWARE, INC.

To Whom It May Concern:

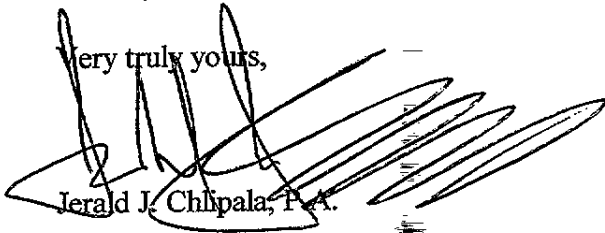
Enclosed please find the original and one copy of the Articles of Incorporation for the above-named corporation, together with a check in the sum of \$122.50, representing the following charges:

Filing Fee	\$35.00
Certified Copy	\$52.50
Registered Agent	\$35.00

Please provide the undersigned with the Certificate of Incorporation and a certified copy of the Articles of Incorporation at your earliest convenience.

Thank you in advance for your assistance.

Very truly yours,



JJC/pg
Enclosures

A. Howell FEB 11 2000

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

THINKING CAP SOFTWARE, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation is THINKING CAP SOFTWARE, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal office of this corporation is located at 2017 NE 2nd Terrace, Cape Coral, Florida, 33909.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 per value common stock, which shall be designated as "Common Shares". All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

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 - TERM

This corporation shall commence its existence upon filing Articles and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE VII - PRE-EMPTIVE 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 prices at which it is offered to others.

ARTICLE VIII - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation is located at 2017 NE 2nd Terrace, Cape Coral, Florida, 33909, and the name of the initial registered agent of this corporation is LISA KAY SCHIFFLL, whose address is 2017 NE 2nd Terrace, Cape Coral, Florida, 33909.

ARTICLE IX - INITIAL BOARD OF DIRECTORS

This corporation shall have at least one director initially with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall, by a majority vote, determine that the corporation be managed by the shareholders. The name and address of the initial director of this corporation is:

ERIC EUGENE SCHIFFLL - 2017 NE 2nd Terrace, Cape Coral, Florida, 33909

ARTICLE X - INCORPORATORS

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

ERIC EUGENE SCHIFFLI - 2017 NE 2nd Terrace, Cape Coral, Florida, 33909

ARTICLE XI

The names and post office addresses of the initial subscribers of this Certificate of

Incorporation and the number of shares of the capital stock of this corporation subscribed by the said subscribers of these Articles of Incorporation are as follows:

ERIC EUGENE SCHIFFLI 2017 NE 2nd Terrace, Cape Coral, Florida, 33909 - 100 shares

LISA KAY SCHIFFLI 2017 NE 2nd Terrace, Cape Coral, Florida, 33909 - 100 shares

ARTICLE XII - INDEMNIFICATION

This corporation shall indemnify any officer or director or any former officer or director, to the fullest extent permitted by law either now existing or hereafter enacted.

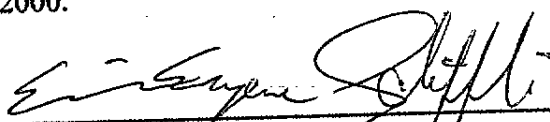
ARTICLE XIII

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors, or officers of, such other corporation. Any director, individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such corporation, or who it is that is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation, or not so interested.

ARTICLE XIV


The private property of the stockholders shall not be subject to the payment of the corporate debts to any extent whatever. The corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders to the corporation.

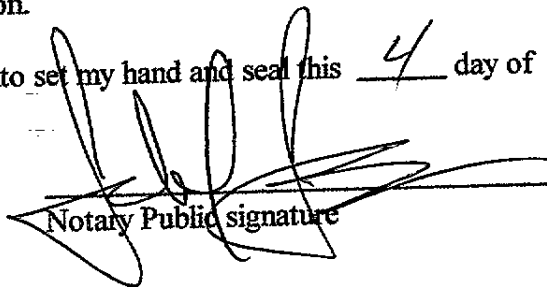
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 4 day of February, 2000.


ERIC EUGENE SCHIFFLI, Subscriber

STATE OF FLORIDA
COUNTY OF LEE

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared ERIC EUGENE SCHIFFLI who is personally known to me or who has produced ALL PERSONALLY KNOWN as identification, and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

 IN WITNESS WHEREOF, I have hereunto set my hand and seal this 4 day of Feb, 2000.


Notary Public signature

Notary Public name printed



**CERTIFICATE DESIGNATING 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 THINKING CAP SOFTWARE, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at: 2017 NE 2nd Terrace, City of Cape Coral, County of Lee, State of Florida, 33909, has named LISA KAY SCHIFFLI, Located at 2017 NE 2nd Terrace, City of Cape Coral, County of Lee, State of Florida, 33909, 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 state that I am familiar with and accept the duties and responsibilities as registered agent for said corporation and agree to comply with the provisions of said Act relative to keeping open said office.

By:


Lisa Kay Schiffli
Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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