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February 10, 2000

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

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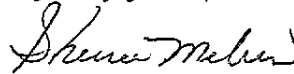
RE: Incorporation of Employee Software Products, Inc.

Dear Secretary of State:

Please find enclosed an original plus one copy of the Articles of Incorporation for Employee Software Products, Inc., Certificate Designating Registered Agent, and my check for \$70.00. Please file same and return the copy of the recorded articles in the enclosed S.A.S.E.

If you need anything additional or have any questions, please do not hesitate to contact me.

Very truly yours,



Sherrie Melvin
Secretary to William R. Wohlsifer

Encs.

T. Burch FEB 17 2000

ARTICLES OF INCORPORATION OF EMPLOYEE SOFTWARE PRODUCTS, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following articles of incorporation:

ARTICLE ONE NAME & ADDRESS

The name of the corporation is **EMPLOYEE SOFTWARE PRODUCTS, INC.** Its principal place of business is located at 38 Seascape Drive, Palm Coast, Florida 32137.

ARTICLE TWO CORPORATE DURATION

The duration of the corporation is perpetual.

ARTICLE THREE PURPOSE OR PURPOSES

The general purposes for which the corporation is organized are:

1. To engage in the business of developing computer software products and services that utilize the world wide web, client server, and main frame technologies;
2. To engage in the business of selling original computer software products to its end-users and/or to sell the rights and license to said software;
3. To engage in the business of providing consulting services in support of original computer software products;
4. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act or engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business; and,
5. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE FOUR CAPITALIZATION

The initial capital investment to create said corporation is the services rendered of Terry L. Nichols and Danny L. Arthurs. The aggregate number of shares which the corporation is authorized to issue is One Hundred (100). Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE FIVE REGISTERED OFFICE AND AGENT

The mailing address of the initial registered office of the corporation is 38 Seascape Drive, Palm Coast, Florida 32137. The name and address of the initial Registered Agent for the Corporation is TERRY L. NICHOLS, whose physical address is 38 Seascape Drive, Palm Coast, Florida 32137.

ARTICLE SIX INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial board of directors of the corporation shall be two (2). The names and addresses of the persons who are to serve on the board of directors are:

TERRY L. NICHOLS, Director, 38 Seascape Drive, Palm Coast, Florida 32137.

DANNY L. ARTHURS, Director, P.O. Box 721, Battle Ground Washington 98604

ARTICLE SEVEN INITIAL OFFICERS

The names and addresses of the persons who are to serve as the initial officers of the corporation are:

TERRY L. NICHOLS, President and Treasurer

DANNY L. ARTHURS, Vice-President and Secretary

ARTICLE EIGHT INCORPORATOR

The name and address of the incorporator is:

TERRY L. NICHOLS, 38 Seascape Drive, Palm Coast, Florida 32137.

The undersigned has executed these Articles of Incorporation this January 24, 2000, Daytona Beach, Volusia County, Florida.

Prepared by
LAW OFFICE OF
WILLIAM R. WOHLISIFER, P.A.

By: 

TERRY L. NICHOLS, Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida

1. The name of the corporation is: **EMPLOYEE SOFTWARE PRODUCTS, INC.**
2. The name and physical address of the registered agent is:

TERRY L. NICHOLS
38 Seascape Drive
Palm Coast, Florida 32137

3. The mailing street address for the registered agent is:

TERRY L. NICHOLS
38 Seascape Drive
Palm Coast, Florida 32137

NOW THEREFORE, I, **TERRY L. NICHOLS**, having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, 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.

SIGNED AND DATED this January 24, 2000, by



TERRY L. NICHOLS