

PO00000022806
TRANSMITTAL LETTER

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

SUBJECT: Size8 Software, Inc.
(Proposed corporate name - must include suffix)

600003150156--6
-02/28/00--01143--002
*****78.75 *****78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate of Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Jennifer Haggard
Name (Printed or typed)

P.O. Box 2318
Address

Alachua, FL 32615
City, State & Zip

904 462-1081
Daytime Telephone number

FILED
00 FEB 28 AM 7:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

ag 3/1/00

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be Size8 Software, Inc

ARTICLE II - PRINCIPAL OFFICE

The principal office of business and mailing of the corporation shall be:

P.O. Box 2318
Alachua, Florida 32615

ARTICLE III - SHARES

(1) This corporation is authorized to issue only one class of stock; and the number of shares of stock that this corporation is authorized to have outstanding at any one time is 750.

(2) All of the corporation's stock, exclusive of treasury shares, shall be held of record by not more than seventy-five (75) persons.

(3) Each shareholder shall offer to the corporation or the other shareholders of the corporation a thirty (30) day "first refusal" option to purchase the stock of the shareholder electing to sell stock in the corporation.

(4) No shareholder may transfer stock to an ineligible shareholder (i.e. those ineligible to hold stock in an S corporation) without the consent of the other shareholders.

ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Seth W. Spellman, III
15206 NW 89th Street
Alachua, Florida 32615

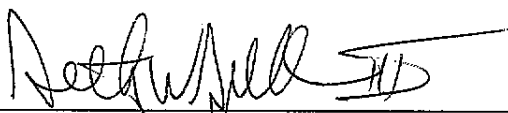
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TALLAHASSEE, FLORIDA

ARTICLE V - INCORPORATOR

The name and address of the incorporator to these Article of Incorporation is:

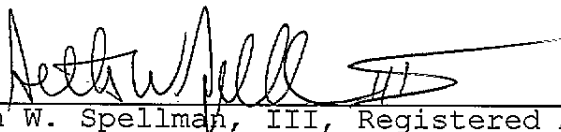
Seth W. Spellman, III
15206 NW 89th Street
Alachua, Florida 32615

The undersigned incorporator has executed these Articles of Incorporation this 31st day of January 2000.



Seth W. Spellman, III, Incorporator

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I 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.



Seth W. Spellman, III, Registered Agent

1/31/00

Date

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TALLAHASSEE, FLORIDA