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James M. Wallace

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March 10, 2000

Secretary of State
Bureau of Corporate Records
Post Office Box 6327
Tallahassee, FL 32314

400003167284--9
-03/13/00-01116-015
*****78.75 *****78.75

Re: GREENBACK SOFTWARE, INC.

Dear Folks:

Enclosed herewith is the original Articles of Incorporation of GREENBACK SOFTWARE, INC., together with my check in the amount of \$78.75 for filing fees and a Certificate of Status.

I would appreciate your filing the above Articles and furnishing me with the Certificate of Status for this Corporation.

Thank you for your assistance in this matter.

Sincerely yours,


JAMES M. WALLACE

JMW:gmc

Enc.

FILED
00 MAR 13 AM 11:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED
00 MAR 13 AM 11:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
GREENBACK SOFTWARE, INC.

The undersigned, acting as incorporator of a corporation under the Florida General Corporation act, adopts the following Articles of Incorporation of such corporation:

FIRST: The name of the corporation is **GREENBACK SOFTWARE, INC.**

SECOND: The period of duration of the corporation is perpetual.

THIRD: The purpose or purposes for which the corporation is organized is to engage in any activity or business permitted under the laws of the United States and of this State of Florida.

FOURTH: Authorized Shares. The aggregate number of shares that the corporation shall have the authority to issue is 5000 shares of Capital Stock with a par value of \$5.00 per share.

Initial Issue. 100 shares of the Capital Stock of the corporation shall be issued for cash at a part value of \$5.00 per share.

Stated Capital. The sum of the par value of all shares of Capital Stock of the corporation that have been issued shall be capital of the corporation at any particular time.

Dividends. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends, payable either in case, in property or in shares of the capital stock of the corporation.

No Classes of Stock. The corporation is not authorized to issue shares in series.

FIFTH: — The initial street address in Florida of the principal office of the corporation is 6220 Manatee Avenue West, #302, Bradenton, FL 34209 and the name and address of the initial registered agent is JAMES E. GRAHAM, 6220 Manatee Avenue West, No. 302, Bradenton, FL 34209.

SIXTH: The initial Board of Directors shall consist of one or more members, who need not be residents of the State of Florida or shareholders of the corporation.

SEVENTH: The name and address of the persons who shall serve as directors until the first annual meeting of the shareholders or until his or her successor shall have been elected and qualified is as follows:

<u>NAME</u>	<u>ADDRESS</u>
JAMES E. GRAHAM	6220 Manatee Avenue West No. 302 Bradenton, FL 34209

EIGHTH: The name and address of the initial incorporator is as follows:

JAMES E. GRAHAM	6220 Manatee Avenue West No. 302 Bradenton, FL 34209
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NINTH: The names, addresses and offices of the persons who shall serve as officers until the first annual meeting or until their successors shall have been elected and qualified is as follows:

<u>NAMES & ADDRESS</u>	<u>OFFICE</u>
JAMES E. GRAHAM 6220 Manatee Avenue West No. 302 Bradenton, FL 34209	President, Vice President, Secretary, Treasurer

TENTH: The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a stockholders meeting.

ELEVENTH: The initial number of Directors of the Corporation shall regularly consist of one member, but that the number of members of the Board of Directors may be increased to a total of not more than 35 and decreased to a total not less than one by majority vote of Stockholders.

TWELFTH: Each shareholder of any class of stock of this corporation shall be entitled to full pre-emptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares to any such unissued or treasury shares.

THIRTEENTH: Directors' Authority to Fix Compensation. Directors shall have authority to fix the compensation unless otherwise provided in the Bylaws.

FOURTEENTH: The Corporation shall be deemed to commence its existence on acceptance and filing of these Articles of Incorporation in the Office of the Secretary of the State of Florida.

IN WITNESS WHEREOF, I, the undersigned, have made and subscribed my name to these Articles of Incorporation at Bradenton, Manatee County, Florida, on the 9th of March A.D., 2000.


JAMES E. GRAHAM

STATE OF FLORIDA

COUNTY OF MANATEE

BEFORE ME, the undersigned authority, personally appeared JAMES E. GRAHAM who is to me well known to be the person described in and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth and did produce: State of Florida Driver's License as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal in said County and State this 9th day of March A.D., 2000.

(SEAL)


NOTARY PUBLIC

MY COMMISSION EXPIRES:




Gail M. Calandra
MY COMMISSION # CC657561 EXPIRES
October 22, 2001
BONDED THRU TROY FAIN INSURANCE

FILED
00 MAR 13 AM 11:06
TALLAHASSEE
FLORIDA
SECRETARY OF STATE

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, JAMES E. GRAHAM, agree as Registered Agent to accept service of process, to keep office open during prescribed hours; and to post my name in some conspicuous place in the office as required by law at 6220 Manatee Avenue West, No. 302, Bradenton, FL 34209.


JAMES E. GRAHAM