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3832 N. University Drive  
Sunrise, Florida 33351  
Ph. 954.572.8228  
Fx. 954.572.5525

# Accel Software Corporation

Tuesday, August 29, 2000

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

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-08/31/00--01108--009  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Subject: ACCEL SOFTWARE CORPORATION

To Whom It May Concern:

Enclosed is an original and two (2) copies of the articles of incorporation and a check for \$87.50 to cover the Filing Fee, Certified Copy & Certificate of Status for the incorporation of this company.

This is sent to you from:

Amnon Schweitzer, Incorporator  
Accel Software Corporation  
3832 N. University Drive  
Sunrise, Florida 33351  
Ph. (954) 572-8228

EFFECTIVE DATE  
09-01-00

Sincerely,



Amnon Schweitzer  
Incorporator

FILED  
00 AUG 31 PM 4:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



We're always here to help you when you call . . . . .

gy f/s

**ARTICLES OF INCORPORATION  
OF  
Accel Software Corporation**

FILED  
00 AUG 31 PM 4:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

- FIRST: The name of the Corporation is Accel Software Corporation ("Corporation").
- SECOND: The street address of the initial registered office and principal office of the Corporation is: 3832 North University Drive Sunrise, Florida 33351.
- THIRD: The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under Chapter 607 of the Florida Statutes. The duration of the Corporation is perpetual.
- FOURTH: The Corporation is authorized to issue 10,000 shares of common stock, \$.001 par value and 5,000 shares of preferred stock, \$.01 par value.
- EFFECTIVE DATE  
00-10-80
- The preferred stock may be issued from time to time in series, with such designations, preferences, conversion rights, cumulative, relative, participating, optional or other rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the issuance of such preferred stock, adopted by the Board of Directors pursuant to the authority granted in these Articles.
- FIFTH: The Corporation shall have one director initially and the number of directors may be increased or diminished from time to time as provided in the By-Laws but shall never be less than one. The name and address of the initial director of the Corporation is: Amnon Schweitzer, 3832 North University Drive, Sunrise, Florida 33351.
- SIXTH: The name of the registered agent of the Corporation is: Amnon Schweitzer.
- SEVENTH: The name and address of the incorporator of the Corporation is: Amnon Schweitzer, 3832 North University Drive, Sunrise, Florida 33351.

EIGHTH: The Corporation shall indemnify, or advance expenses to, to the fullest extent authorized or permitted by the Florida General Corporation Act, any person made or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he (i) is or was a director of the Corporation; (ii) is or was serving at the request of the Corporation as a director of another corporation; (iii) is or was an officer of the Corporation, provided that he is or was at the time a director of the Corporation; or (iv) is or was serving at the request of the Corporation as an officer of another corporation, provided that he is or was at the time a director of the Corporation or a director of such other corporation, serving at the request of the Corporation. Unless otherwise expressly prohibited by the Florida General Corporation Act, and except as otherwise provided in the foregoing sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that he is or was an officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as an officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. No person falling within the purview of the foregoing sentence may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

NINTH: The Corporation expressly elects not to be governed by Section 607.108 of the Florida General Corporation Act as amended from time to time, relating to affiliated transactions.


TENTH: The Corporation expressly elects not to be governed by Section 607.109 of the Florida General Corporation Act as amended from time to time, relating to control share acquisitions.

ELEVENTH: The corporate existence of the Corporation shall commence September 1, 2000.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this ~~fourteenth~~ day of August, 2000.

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Amnon Schweitzer, Incorporator



STATE OF FLORIDA

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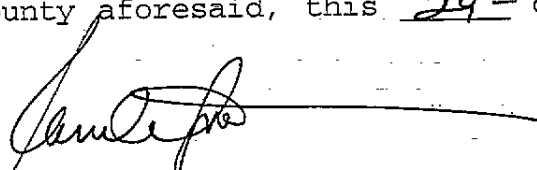
) SS:

COUNTY OF BROWARD

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BEFORE ME, a notary public authorized to take acknowledgments in the State and County set above, personally appeared **Amnon Schweitzer**, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand affixed my official seal, in the State and County aforesaid, this 29<sup>th</sup> day of August, 2000.

  
Notary Public,  
State of Florida at Large  
My Commission Expires:



**ACCEPTANCE OF APPOINTMENT  
OF  
REGISTERED AGENT**

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.325 of the Florida Statutes.

**Accel Software Corporation**

By: 

Amnon Schweitzer  
3832 North University Drive  
Sunrise, Florida 33351.

**FILED**

00 AUG 31 PM 4:34

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA