



P000000087309

Florida Incorporators, Inc.

Mark S. Hankins

President

1221 Brickell Avenue, Suite 900
Miami, Florida 33131

September 11, 2000

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

RE: SCM Software Services, Inc.

Dear Corporate Specialist:

Enclosed is an original and one (1) copy of the Articles of Incorporation for the above-referenced corporation, and funds of \$78.75 representing the filing fee for same.

Please do not hesitate to contact the undersigned if there are any questions or concerns.

Sincerely,

Mark Hankins
President

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00 SEP 13 PM 2:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Articles Of Incorporation
Of
SCM SOFTWARE SERVICES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, ACTING AS INCORPORATOR OF A CORPORATION UNDER THE
FLORIDA BUSINESS CORPORATION ACT, ADOPTS THE FOLLOWING ARTICLES OF
INCORPORATION:

FIRST: The name of the corporation is SCM Software
Services, Inc.

SECOND: The period of its duration is perpetual.

THIRD: The date and time of the commencement of the
corporate existence shall be the date of the filing of these
Articles by the Department of State.

FOURTH: The purpose or purposes for which the corporation
is organized is to engage in the transaction of any or all lawful
business for which the corporation may be incorporated under the
provisions of the Florida Business Corporation Act.

FIFTH: The aggregate number of shares which the
corporation shall have authority to issue is ONE THOUSAND (1,000)
SHARES of capital stock, \$.001 par value each.

SIXTH: The number of directors constituting the initial
Board of Directors of the corporation is ONE (1) and the name and
address of the person who is to serve as director until the first
annual meeting of shareholders or until his successor is elected
and qualified is:

jm

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STEVE MANNION
6917 TORCH KEY STREET
LAKE WORTH, FL 33467

SEVENTH: The name and address of the incorporator is

STEVE MANNION
6917 TORCH KEY STREET
LAKE WORTH, FL 33467

EIGHTH: The name and address of the initial registered agent and the initial registered office is:

STEVE MANNION
6917 TORCH KEY STREET
LAKE WORTH, FL 33467

NINTH: The mailing address and principal office of the corporation is:

SCM SOFTWARE SERVICES, INC.
6917 TORCH KEY STREET
LAKE WORTH, FL 33467


DATED: August 18, 2000



STEVE MANNION
Incorporator

ACCEPTANCE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent of the corporation.



STEVE MANNION