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Florida Department of State
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To: Division of Corporations
Fax Number : (850) 922-4001

From: Account Name : AKERMAN, SENTERFITT & EIDSON, P.A. (FT. LAUDERDALE)
Account Number : I19980000010
Phone : (954) 463-2700
Fax Number : (954) 463-2224

* PLEASE USE TODAY'S
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THANK YOU!

FLORIDA PROFIT CORPORATION OR P.A.

NewHaven Software Corporation

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION
OF
NEWHAVEN SOFTWARE CORPORATION**

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

**ARTICLE I
NAME**

The name of the corporation is NewHaven Software Corporation (the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 1615 South Congress Avenue, Delray Beach, Florida 33445.

**ARTICLE III
NATURE OF CORPORATE BUSINESS AND POWERS**

The Corporation is organized for the transaction of any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

**ARTICLE IV
CAPITAL STOCK**

The aggregate number of shares of all classes of capital stock that the Corporation is authorized to issue is one million (1,000,000) shares of common stock, par value \$0.01 per share (the "Common Stock"). Each issued and outstanding share of Common Stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

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ARTICLE V
TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE VI
REGISTERED OFFICE AND AGENT

The street address of the Corporation's registered office is 350 East Las Olas Boulevard, Suite 1600, Fort Lauderdale, Florida 33301. The name of the Corporation's registered agent at that office is American Information Services, Inc.

ARTICLE VII
BOARD OF DIRECTORS

The Corporation shall have three (3) directors initially. The number of directors may be increased from time to time by By-Laws adopted by the Board of Directors but shall never be less than one (1).

ARTICLE VIII
INCORPORATOR

The name and street address of the incorporator of the Corporation is: Martin Weinbaum, 1615 South Congress Avenue, Delray Beach, Florida 33445.

SEP-29-2000 15:19
SEP-25-00 11:33AM

FROM-AKERMANN SENTERFITT
FROM-AKERMANN SENTERFITT & EIDSON P.A.,

954-759-8911
+19544632224

T-502 P.004/005 F-665
T-152 P.05/06 F-448

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ARTICLE IX **INDEMNIFICATION**

The Corporation shall indemnify any present or former officer or director, or person exercising any duties of an officer or director, and shall advance expenses on behalf of any such officer, director or other person, in each case, to the fullest extent now or hereafter permitted by law.

ARTICLE X **AFFILIATED TRANSACTIONS**

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on September 25, 2000.

NEWHAVEN SOFTWARE CORPORATION

By: 

Martin Weinbaum

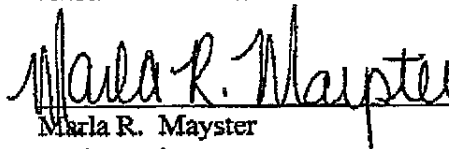
**CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of NewHaven Software Corporation a Florida corporation (the "Corporation"), in the Corporation's Articles of Incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's Articles of Incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

25 IN WITNESS WHEREOF, the undersigned has executed this Certificate on September 2000.

AMERICAN INFORMATION SERVICES, INC.



Marla R. Mayster
Assistant Secretary

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