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October 18, 2000

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

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-10/20/00--01085--001
*****78.50 *****78.50

RE: ARTICLES OF INCORPORATION OF ASTAR, INC.

Dear Sir or Madam:

Enclosed please find the original and one copy of the proposed Articles of Incorporation for Astar, Inc. Please approve and file the original and certify the copy.

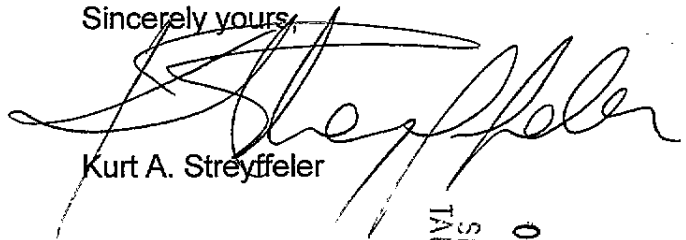
We are enclosing a check made payable to the Secretary of State for charges as follows:

Filing Fee.....	\$35.00
Certified Copy.....	\$ 8.50
Designation of Registered Agent Filing Fee.....	<u>\$35.00</u>

TOTAL..... \$78.50

Thank you for your assistance in this matter. Please contact me if you have any questions or comments.

Sincerely yours,



Kurt A. Streyffeler

KAS:pw
Enclosures

EFFECTIVE DATE
10/18/00



SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 OCT 20 AM 10:40

FILED

ARTICLES OF INCORPORATION

OF

ASTAR, INC.

ARTICLE I - NAME

EFFECTIVE DATE
10/18/00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 OCT 20 AM 10:40

FILED

The name of this corporation is Astar, Inc.

ARTICLE II - DURATION

The existence of this corporation is to begin at the time of subscription and acknowledgment of incorporation and to continue perpetually thereafter.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida General Corporations Act, as now exist or may hereafter be amended. This corporation may engage in each and every aspect of software development and software consulting (but, only through its officers, employees and agents who are legally authorized to render such services); and, engage in any and every other activity permitted, from time to time, for a corporation so formed to engage in.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of common stock having a par value of \$1.00 per share. The consideration to be paid for each share shall be as fixed by the Board of Directors, and may take the form of services rendered, cash, property or any form with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE V - PRINCIPAL OFFICE AND CORPORATE MAILING ADDRESS

The street address of the corporation's principal office is 3434 Hancock Bridge Parkway, Suite 205, North Fort Myers, Florida 33903. The Board of Directors may from time to time move the principal office to any other address within or without Florida, and may establish branch offices in such other place or places as may be designated by the Board of Directors. The corporation's mailing address is 3434 Hancock Bridge Parkway, Suite 205, North Fort Myers, Florida 33903.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation in the State of Florida is 12590 Treeline Court, North Fort Myers, Florida 33903. The name of the initial registered agent of this corporation at that address is Gina Hyon.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one Director, initially, constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time in the manner provided in the bylaws; however, there shall never be less than one Director nor more than five. The name and street address of the members of the initial Board of Directors of the corporation are:

(1) Patricia Schaefer, Director, 12590 Treeline Court, North Fort Myers, Florida 33903.

Members of the first Board of Directors shall serve until their successors are elected or appointed and have qualified.

ARTICLE VIII - DIRECTORS' POWERS

The Board of Directors shall have the power to fix or change salaries of the

Directors as directors and as officers, to restrict the transfer of stock by shareholders, to indemnify directors, officers, employees, agents, and any other persons against liabilities to the full extent permitted by law, to permit contracts or other transactions between the corporation and one or more of its directors individually or businesses in which one or more of its directors are interested, and to exercise such other powers of the corporation as are not inconsistent with these articles or with any bylaws that may be adopted by the shareholders.

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles is Patricia Schaefer, 12590 Treeline Court, North Fort Myers, Florida 33903. The Subscriber of these Articles of Incorporation hereby assigns to this corporation his rights to constitute a corporation and assigns to those persons designated by the Board of Directors any rights he may have as subscriber to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE X - CONTRACTS AND OTHER TRANSACTIONS

No contract or other transaction between this corporation and any other corporation, whether or not a majority of the capital stock of the same shall be owned by this corporation, shall be affected or invalidated by reason of the fact that any one or more of the directors of this corporation is or are interested in, or is a director or officer, or are directors or officers, of such other corporation, and any director or directors, individually or jointly, may be a party or parties to or may be interested in any contract or transaction of this corporation or in which this corporation is interested, and no contract, act or transactions of this corporation with any person or persons, firm or other

corporation shall be affected or invalidated by the fact that any director or directors, or officer or officers, or this corporation is a party or are parties to, or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or other corporation.

ARTICLE XI - AMENDMENTS

This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, in the manner now or hereafter prescribed by law, and all rights conferred on shareholders herein are granted and subject to this reservation. Each amendment submitted to the shareholders for approval shall be approved by a majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF, I, the undersigned subscriber, have hereunto set my hand and seal this 18 day of October, 2000, for the purpose of forming this corporation under the laws of the State of Florida, and I hereby make and file in the office of the Secretary of State of the State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true and correct.

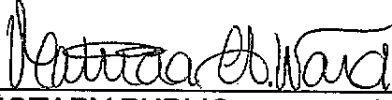

 PATRICIA SCHAEFER
 Subscriber


STATE OF FLORIDA)
) ss
 COUNTY OF LEE)

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgments in the State and County set forth above, personally appeared PATRICIA SCHAEFER, known to be and known by me to be the person described as the subscriber in and who executed the foregoing Articles of Incorporation, and she

acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 18 day of October, 2000.


NOTARY PUBLIC [SEAL]
State of Florida-at Large



ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been named to accept service of process for this for profit corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the requirements of this position.


GINA HYON
REGISTERED AGENT

FILED
00 OCT 20 AM 10:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA