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FILED
01 JAN -2 AM 9:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 14, 2000

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

Attn: New Filings Section

Re: Articles of Incorporation

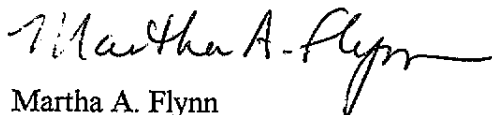
Dear Sir:

Enclose are 2 copies of the Articles of Incorporation along with required fee of \$78.75 for filing fees.

Please forward certified copy back to our office.

Thank you for your prompt attention to this matter.

Sincerely yours,


Martha A. Flynn

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
WINDJAMMER SOFTWARE INC.**

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation is **Windjammer Software Inc.**

ARTICLE II

The existence of the Corporation shall commence upon the filing of the Articles of Incorporation with the Dept of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The street address of the principal office of the Corporation is 5 Windjammer Point,
Merritt Island, Fl 32952

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 100, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial registered agent for the Corporation is Martha A. Flynn.

ARTICLE VI

The initial board of directors shall consist of one (1) member. The name and address of the person who will serve on the initial board of directors is:

Martha A. Flynn
5 Windjammer Point
Merritt Island, Fl. 32952

ARTICLE VII

The name and address of the person signing these Articles of Incorporation is:

Martha A. Flynn
5 Windjammer Point
Merritt Island, Fl 32952

ARTICLE VIII

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 22nd day of December 2000.

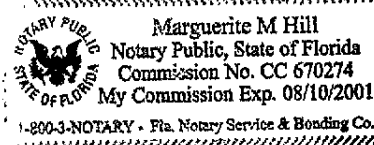
Martha A. Flynn
Martha A. Flynn

State of Florida
County of Brevard

The foregoing instrument was acknowledged before me, a Notary Public, by MARTHA FLYNN
December who is personally known to me, on this 22 day of
DEC 2000.

Marguerite M Hill
Notary Public

Commission Expires:



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Sections 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designation of the Registered Office/Registered Agent, in the State of Florida.

The name of the Corporation is **Windjammer Software Inc.**

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

Martha A. Flynn
5 Windjammer Point
Merritt Island, FL 32952

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Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in the certificate, I hereby accept the appointment as registered agent and agree to act in this capacity, I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties and I am familiar with and accept the obligations of my position as registered agent.

Martha A. Flynn
Martha A. Flynn

State of Florida
County of Brevard

Before me, personally appeared MARSHA A. FLYNN who is personally known to me, on this 22 day of Dec 2000.

Commission Expires:

