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LAW OFFICES
ROSS FIRTELL, P.A.

SUITE 201
6100 GLADES ROAD
BOCA RATON, FL 33434

BOCA RATON: (561) 989-9699
WEST PALM: (561) 355-0001
Facsimile: (561) 395-8158

FILED
01 JUL 16 PM 12:34
SECRETARY OF STATE
TALLAHASSEE FLORIDA

July 12, 2001

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

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-07/16/01-01100-013
*****70.00 *****70.00

Re: Filing of Articles of Incorporation for **K & S SOFTWARE, INC.**

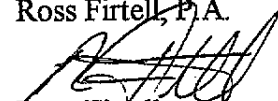
Dear Sir or Madam:

Enclosed herewith for filing please find an original and one copy of the executed Articles of Incorporation and Acceptance of Registered Agent of **K & S SOFTWARE, INC.** Also enclosed is our check payable to the Florida Department of State in the amount of \$70.00 for the filing fee.

Please return our copy of the Articles of Incorporation as filed, to the attention of the undersigned in the enclosed preaddressed envelope.

Should you require any further information in order to proceed, please contact me. Thank you for your assistance in this matter.

Very truly yours,
Ross Firtell, P.A.


Ross Firtell
For the Firm

ARTICLES OF INCORPORATION
OF

K & S SOFTWARE, INC.

FILED

01 JUL 16 PM 12:35

SECRETARY OF STATE
TALLAHASSEE FLORIDA

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, hereby acts 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 ("Corporation") is **K & S SOFTWARE, INC.**

ARTICLE II

The purpose for which the corporation is organized is to conduct any and all business permitted under the law.

ARTICLE III

The street address and mailing address of the principal office of the Corporation is:

**3202 Robbins Road
Pompano Beach, FL 33062**

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 1000 shares, par value \$1.00 per share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is:

**3202 Robbins Road
Pompano Beach, FL 33062**

The initial registered agent for the Corporation at that address is **Kenneth Herman**.

ARTICLE VI

The initial board of directors shall consist of two members. This number may be increased or decreased from time to time in accordance with the Corporation's bylaws, but shall never be less than one. The names and addresses of the initial officers and directors are:

Kenneth Herman, Vice President, Treasurer, Director
3202 Robbins Road
Pompano Beach, FL 33062


Steven Powell, President, Secretary
4313 N. Platt Rd
Plant City, FL 33565

ARTICLE VII

The names and street addresses of the persons signing these articles of incorporation are:

Kenneth Herman
3202 Robbins Road
Pompano Beach, FL 33062

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation on this 12th day of July, 2001.

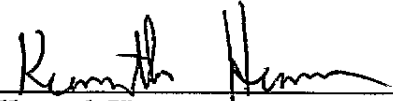

Kenneth Herman

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for **K & S SOFTWARE, INC.** at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position under F.S. 607.0501(3).

Date:

7/12/01


Kenneth Herman