

PO1000 116066

TRANSMITTAL LETTER

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

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SUBJECT: STAATS SOFTWARE DEVELOPMENT, INC.

Enclosed is an original and one (1) copy of the Certificate of Domestication and a check for:

Fees:	Certificate of Domestication	\$ 50.00
	Articles of Incorporation and Certified Copy	<u>78.75</u>
	Total to domesticate and file	\$128.75

Wayne J. Staats
1950 Deerfoot Run
DeLand, FL 32720

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01 DEC -5 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CERTIFICATE OF DOMESTICATION

The undersigned, Wayne J. Staats, President of Staats Consulting a foreign Corporation in accordance with F.S., 607.1801 does hereby certify:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The date on which corporation was first formed was November 27, 1995..
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was North Carolina.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was Staats Consulting, Inc.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 607.0202 and 607.0401 with this certificate is Staats Software Development, Inc.
5. The jurisdiction that constituted the seat, siege, social principal place of business or central administration of the corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication was North Carolina.
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 607.1801.

I am President of Staats Software Development, Inc. and am authorized to sign this certificate of Domestication on behalf of the corporation and have done so this ____ day of November, 2001.



ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

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ARTICLE I Name and Duration

The name of the Corporation is Staats Software Development, Inc. The duration of the corporation is perpetual.

ARTICLE II Principal Office

The principal place of business and mailing address of this corporation shall be:
1950 Deerfoot Run, DeLand, FL 32720

ARTICLE III Corporate Purposes , Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

ARTICLE IV Shares

The total number of shares of capital stock which the Corporation has the authority to issue is 100,000 shares of Common Stock.

ARTICLE V
Incorporator

The name and street address of the incorporator to these Articles of Incorporation is:

Wayne J. Staats
1950 Deerfoot Run
DeLand, FL 32720

ARTICLE VI
Initial Registered Agent and Street Address

The name and street address of the initial registered agent is:

Wayne J. Staats
1950 Deerfoot Run
DeLand, FL 32720

ARTICLE VII
Board of Directors

The number of directors constituting the initial board of directors is one and the name and address of each person who is to serve as a member thereof is as follows:

Wayne J. Staats
1950 Deerfoot Run
DeLand, FL 32720

ARTICLE VIII
Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board Of Directors.

IN WITNESS WHEREOF, the undersigned as sole incorporator of the corporation has executed these Article of Incorporation on this 28th day of November, 2001.

Wayne J. Staats

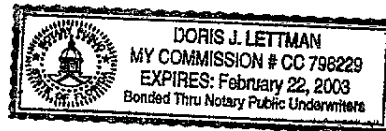
Incorporator

Registered Agent
I accept duties of registered agent.

**STATE OF FLORIDA
COUNTY OF VOLUSIA**

THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED BEFORE ME THIS 28th DAY OF Nov, 2001 BY WAYNE J. STAATS, WHO HAS PRODUCED FLORIDA DRIVER'S LICENSE AS IDENTIFICATION AND WHO DID NOT TAKE AN OATH.

Doris J. Lettman
NOTARY PUBLIC



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