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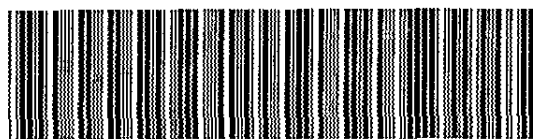
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FILED
03 MAR 12 AM 9 36
SECRETARY OF STATE
TALLAHASSEE, FL

merger
T. Lewis 3/18/03

Susan Slagle

ATTORNEY AT LAW
Professional Association

TAXATION
CORPORATION AND BUSINESS LAW
WILLS, ESTATES AND ESTATE PLANNING

March 10, 2003

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Global Software Services, Inc. - Articles of Merger (Profit Corporation)

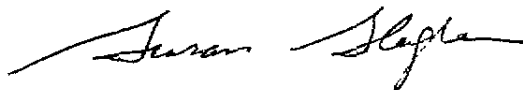
Dear Sir or Madame:

Please find enclosed the original Articles of Merger, Plan of Merger and one copy of Global Software Services, Inc. Articles of Incorporation, together with a check in the amount of \$70.00 (\$35.00 per corporation) for filing the Articles of Merger and Plan of Merger.

Please return the enclosed copy to us in the enclosed self-addressed envelope with the filing date.

If you have any questions in this regard, please do not hesitate to contact me. Thank you for your assistance.

Sincerely yours,



SS:djk
Enclosures

*1201 San Amaro Road
Jacksonville, Florida 32207*

TEL: (904) 296-7726

FAX: (904) 720-1668

ARTICLES OF MERGER
Merger Sheet

MERGING: _____

GLOBAL SOFTWARE SERVICES, INC., a Georgia corporation not authorized to transact business in the State of Florida.

INTO

GLOBAL SOFTWARE SERVICES, INC., a Florida entity, P02000013044.

File date: March 12, 2003

Corporate Specialist: Thelma Lewis

GLOBAL SOFTWARE SERVICES, INC.

**ARTICLES OF MERGER
(Profit Corporation)**

FILED
03 MAR 12 AM 9:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation are:

Name

Jurisdiction

Global Software Services, Inc.

Florida

Second: The name and jurisdiction of each merging corporation are:

Name

Jurisdiction

Global Software Services, Inc.

Georgia

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

Fifth: The Plan of Merger was adopted by the directors and shareholder of the surviving corporation on December 31, 2002, by unanimous vote.

Sixth: The Plan of Merger was adopted by the directors and shareholders of the merging corporation on December 31, 2002, by unanimous consent.

IN WITNESS WHEREOF each of the corporate parties hereto, pursuant to authority duly granted by the Board of Directors, has caused this Articles of Merger to be executed by unanimous consent of its directors and its corporate seal to be hereunto affixed.

GLOBAL SOFTWARE SERVICES, INC.

a Florida Corporation

by


PETER G. DURANTE

Chairman, Director and Shareholder


CARL E. HARKLEROAD

President, Director and Shareholder

GLOBAL SOFTWARE SERVICES, INC.

a Georgia Corporation

by


PETER G. DURANTE

Chairman, Director and Shareholder


CARL E. HARKLEROAD

President, Director and Shareholder

GLOBAL SOFTWARE SERVICES, INC.

PLAN OF MERGER
(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation are:

<u>Name</u>	<u>Jurisdiction</u>
<u>Global Software Services, Inc.</u>	<u>Florida</u>

Second: The name and jurisdiction of each merging corporation are:

<u>Name</u>	<u>Jurisdiction</u>
<u>Global Software Services, Inc.</u>	<u>Georgia</u>

Third: The terms and conditions of the merger are as follows:

1. **MERGER.** The Georgia Company shall be and it hereby is merged into the Florida Company.

2. **EFFECTIVE DATE.** This Agreement of Merger shall become effective immediately upon compliance with the laws of the States of Florida and Georgia, the time of such effectiveness being hereinafter called the Effective Date.

3. **SURVIVING CORPORATION.** The Florida Company shall survive the merger herein contemplated and shall continue to be governed by the laws of the State of Florida, and the separate corporate existence of the Georgia Company shall cease forthwith upon the Effective Date.

4. **CERTIFICATE OF INCORPORATION.** The Certificate of Incorporation, as amended, set forth as Appendix A hereto shall be the Certificate of Incorporation, as amended, of the Florida Company following the Effective Date unless and until the same shall be further amended or repealed in accordance with the provisions thereof, which power to amend or repeal is hereby expressly reserved, and all rights or powers of whatsoever nature conferred in such Certificate of Incorporation or herein upon any shareholder or director or officer of the Florida Company or upon any other person whomsoever are subject to this reserve power. Such Certificate of Incorporation shall constitute the Certificate of Incorporation of the Florida Company separate and apart from this Agreement of Merger and may be separately certified as the Certificate of Incorporation of the Florida Company.

5. BYLAWS. The Bylaws set forth as Appendix B hereto shall be the Bylaws of the Florida Company following the Effective Date unless and until the same shall be amended or repealed in accordance with the provisions thereof.

6. FURTHER ASSURANCE OF TITLE. If at any time the Florida Company shall consider or be advised that any acknowledgments or assurances in law or other similar actions are necessary or desirable in order to acknowledge or confirm in and to the Florida Company any right, title, or interest of the Georgia Company held immediately prior to the Effective Date, the Georgia Company and its proper officers and directors shall and will execute and deliver all such acknowledgments or assurances in law and do all things necessary or proper to acknowledge or confirm such right, title, or interest in the Florida Company as shall be necessary to carry out the purposes of this Agreement of Merger, and the Florida Company and the proper officers and directors thereof are fully authorized to take any and all such action in the name of the Georgia Company or otherwise.

7. DIRECTORS. The names and post office addresses of the first directors of the Florida Company following the Effective Date, who shall be two in number and who shall hold office from the Effective Date until the annual meeting of shareholders of the Florida Company held in 2003 and until their successors shall be elected and shall qualify, are as follows:

Name	Post Office Address
PETER G. DURANTE	9550 Regency Square Blvd., Suite 1240, Jacksonville, FL 32225
CARL E. HARKLEROAD	9550 Regency Square Blvd., Suite 1240, Jacksonville, FL 32225

8. OFFICERS. The names and post office addresses of the first officers of the Florida Company following the Effective Date, who shall be three (3) in number and who shall hold office from the Effective Date until their successors shall be appointed and shall qualify or until they shall resign or be removed from office, are as follows:

Name	Post Office Address
Chairman:	
PETER G. DURANTE	9550 Regency Square Blvd., Suite 1240, Jacksonville, FL 32225
President:	
CARL E. HARKLEROAD	9550 Regency Square Blvd., Suite 1240, Jacksonville, FL 32225
Secretary/Treasurer:	
JUDY HARKLEROAD	9550 Regency Square Blvd., Suite 1240, Jacksonville, FL 32225

9. **VACANCIES.** If, upon the Effective Date, a vacancy shall exist in the Board of Directors or in any of the offices of the Delaware Company as the same as specified above, such vacancy shall thereafter be filled in the manner provided by law and the Bylaws of the Florida Company.

10. **TERMINATION.** This Agreement of Merger may be terminated and abandoned by action of the Board of Directors of the Georgia Company at any time prior to the Effective Date, whether before or after approval by the shareholders of the two corporate parties hereto.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

1. **AUTHORIZED CAPITAL.** The authorized capital stock of the Florida Company following the Effective Date shall be 8000 shares of Class A Common Stock, and 2000 shares of Class B Common Stock, par value \$.10 per share, unless and until the same shall be changed in accordance with the laws of the State of Florida.

2. **CONVERSION OF OUTSTANDING STOCK.** Forthwith upon the Effective Date, each of the issued and outstanding shares of Common Stock of the Georgia Company and all rights in respect thereof shall be converted into one full paid and nonassessable share of Common Stock of the Florida Company. Because the ownership interests in the Florida Company and the Georgia Company are identical, the holders of the Georgia such certificates shall not be required immediately to surrender the same in exchange for certificates of Common Stock of the Florida Company but, as certificates are surrendered for transfer, the Florida Company will cause to be issued therefor certificates for a like number of shares of Common Stock of the Florida Company.

3. **BOOK ENTRIES.** The merger contemplated hereby shall be treated as a pooling of interests and as of the Effective Date entries shall be made upon the books of the Florida Company in accordance with the following:

(a) The assets and liabilities of the Georgia Company shall be recorded at the amounts at which they are carried on the books of the Georgia Company immediately prior to the Effective Date.

(b) There shall be credited to Capital Account the aggregate amount of the par value per share of all the Common Stock of the Florida Company resulting from the conversion of the outstanding Common Shares of the Georgia Company.

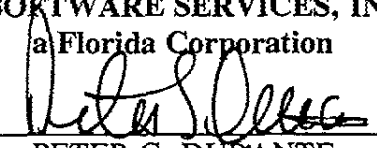
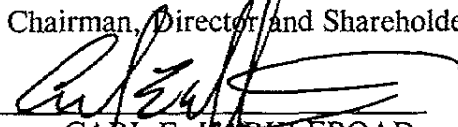
(c) There shall be credited to Capital Surplus Account an amount equal to that carried on the Capital Surplus Account of the Georgia Company immediately prior to the Effective Date.

(d) There shall be credited to Earned Surplus Account an amount equal to that carried on the Earned Surplus Account of the Georgia Company immediately prior to the Effective Date.

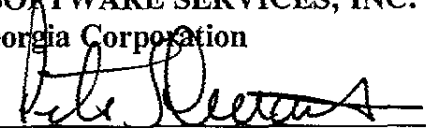
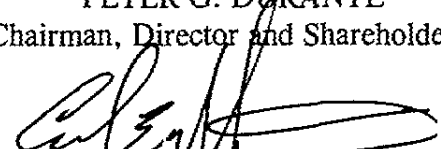
Fifth: Articles of Incorporation and Amendments to the articles of incorporation as previously filed of the surviving corporation are attached as an exhibit hereto.

IN WITNESS WHEREOF each of the corporate parties hereto, pursuant to authority duly granted by the Board of Directors, has caused this Plan of Merger to be executed by unanimous consent of its directors.

GLOBAL SOFTWARE SERVICES, INC.
a Florida Corporation

by 
PETER G. DURANTE
Chairman, Director and Shareholder

CARL E. HARKLEROAD
President, Director and Shareholder

GLOBAL SOFTWARE SERVICES, INC.
a Georgia Corporation

by 
PETER G. DURANTE
Chairman, Director and Shareholder

CARL E. HARKLEROAD
President, Director and Shareholder

ARTICLES OF INCORPORATION
OF
GLOBAL SOFTWARE SERVICES, INC.

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 JUN 30 PM 1:38

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation:.

ARTICLE I

17-24-02

NAME AND BUSINESS ADDRESS

Section 1.1. Name. The name of the corporation is **Global Software Services, Inc.** The business address of the corporation is 9550 Regency Square Boulevard, Suite 601, Jacksonville, Florida, 32225.

ARTICLE II

DURATION

Section 2.1. Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of Florida within five (5) days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE III

PURPOSES

Section 3.1. Purposes. This corporation is organized for the purpose of transacting any or all lawful business permitted under the Laws of the United States and of the State of Florida.

ARTICLE IV

CAPITAL STOCK

Section 4.1. Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a par value of \$.10 per share.

Section 4.2. Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

Section 5.1. Name and Address. The street address of the initial registered office of this corporation is 1201 San Amaro Road, Jacksonville, Florida 32207, and the name of the initial registered agent of this corporation at that address is SUSAN SLAGLE.

ARTICLE VI

DIRECTORS

Section 6.1. Number. This corporation shall have one director initially. The number of directors may be increased or decreased from time to time by the bylaws, but shall never be less than one.

Section 6.2. Initial Director. The name and street address of the member of the first board of directors of the corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Peter G. Durante	9550 Regency Square Boulevard, Suite 601 Jacksonville, Florida 32225
Carl Harkleroad	9550 Regency Square Boulevard, Suite 601 Jacksonville, Florida 32225

Section 6.3. Compensation. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the

corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Section 6.4. Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE VII

BYLAWS

Section 7.1. Bylaws. The initial bylaws of this corporation shall be adopted by the board of directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

ARTICLE VIII

INCORPORATOR

Section 8.1. Name and Address. The name and street address of the incorporator of this corporation is:

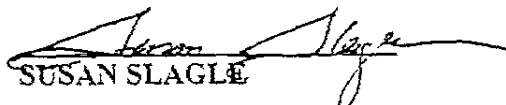
Susan Slagle, Attorney at Law
1201 San Amaro Road
Jacksonville, Florida 32207

ARTICLE IX

AMENDMENT

Section 9.1. Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles the 24th day of Jan., 2002.


SUSAN SLAGLE

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND
REGISTERED AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Florida Statute Sections 48.091 and 607.034, the following is submitted:

Global Software Services, Inc., desiring to organize or qualify under the laws of the State of Florida, hereby designates SUSAN SLAGLE as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 1201 San Arnaro Road, Jacksonville, Florida 32207.


SUSAN SLAGLE

DATED: Jan. 24, 2002

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


SUSAN SLAGLE

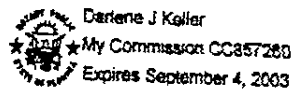
DATED: Jan. 24, 2002

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 JAN 30 PM 1:38

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 24th day of January, 2002, by SUSAN SLAGLE (☒) who is personally known to me or (☐) has produced appropriate identification.

Darlene J. Keller
Notary Public, State of Florida



ARTICLES OF AMENDMENT

TO THE

ARTICLES OF INCORPORATION

OF

GLOBAL SOFTWARE SERVICES, INC.

FILED

02 MAR 12 AM 11:36

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Chairman of the Board, President and Secretary/Treasurer of **GLOBAL SOFTWARE SERVICES, INC.**, a Florida corporation, certify that the corporation adopted the following Articles of Amendment to its Articles of Incorporation, effective as of January 24, 2002:

1. Article IV of the Articles of Incorporation was amended to read as follows in its entirety:

ARTICLE IV

CAPITAL STOCK

Section 4.1. Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock, divided into two classes, each having a par value of \$.10 per share. The designation of each class and the number of shares of each class are as follows:

<u>Class</u>	<u>Number of Shares</u>	<u>Par Value per Share</u>
Class A Voting Common	8000	\$.10 per share
Class B Nonvoting Common	2000	\$.10 per share

Section 4.2. Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer, or encumbrance of any class of the stock of this corporation as they may see fit.

2. The amendment was unanimously approved by the shareholders
3. The remaining Articles were ratified and republished as written and without amendment.

AUTHORIZATION

Attached to these Articles is a copy of the written consent to the Articles of Amendment to the Articles of Incorporation, which consent was unanimous and has been signed by all of the directors and all of the shareholders of the corporation.

IN WITNESS WHEREOF, the undersigned officers of GLOBAL SOFTWARE SERVICES, INC., have executed these Articles the 28th day of February, 2002.



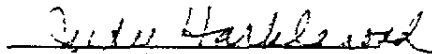
PETER G. DURANTE

Chairman



CARL E. HARKLEROAD

President

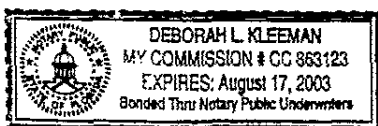


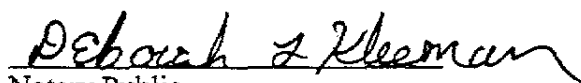
JUDY HARKLEROAD

Secretary/Treasurer

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 28th day of February, 2002, by PETER G. DURANTE, Chairman, CARL E. HARKLEROAD, President and JUDY HARKLEROAD, Secretary/Treasurer of GLOBAL SOFTWARE SERVICES, INC., a Florida corporation, on behalf of the corporation.





Notary Public

State of Florida

My Commission expires:

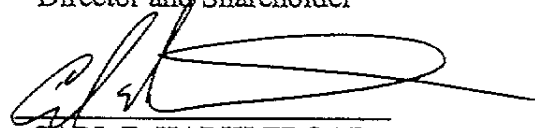
**UNANIMOUS CONSENT
OF THE BOARD OF DIRECTORS AND SHAREHOLDERS
OF GLOBAL SOFTWARE SERVICES, INC.**

The undersigned, being all of the Directors and all of the Shareholders of GLOBAL SOFTWARE SERVICES, INC. hereby unanimously consent to the attached ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF GLOBAL SOFTWARE SERVICES, INC., which is hereby ratified and approved.

DATED as of this 28th day of February, 2002.



PETER G. DURANTE
Director and Shareholder



CARL E. HARKLEROAD
Director and Shareholder