

PL2000123445

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

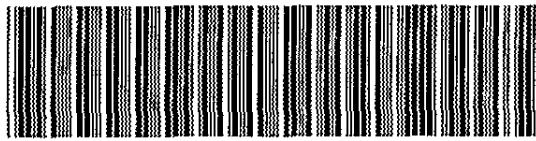
PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:



500008960225

11/15/02--01109--001 **78.75

02 NOV 15 AM 9:47
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

Office Use Only

11/15/02

KIMBERLY DAWN KOLBACK, ESQ.
Courthouse Tower, Suite 2175,
44 W. Flagler Street
Miami, FL 33130
Direct line: 305-858-2627 / Telefax: 305-858-8763

November 7, 2002

State of Florida
Corporate Records Bureau
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: THE SOFTWARE ENGINEERING GROUP, INC.

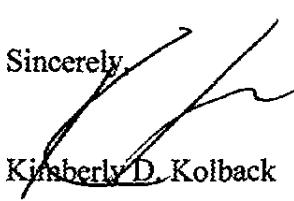
Dear Sir or Madam:

Enclosed please find the following documents to incorporate the above-referenced entity:

1. Articles of Incorporation
2. Certificate of Registered Agent

Enclosed is a check in the amount of \$78.75 which represents the filing fee. Please file the enclosed Articles, and return a certified copy to the undersigned.

Thank you for your assistance in this matter, and please do not hesitate to contact this office if you have any questions.

Sincerely

Kimberly D. Kolback

Enclosures

ARTICLES OF INCORPORATION
OF
THE SOFTWARE ENGINEERING GROUP, INC.

The undersigned Incorporator hereby forms a corporation under the laws of the State of Florida.

02 NOV 15 AM 9:11
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of the corporation is THE SOFTWARE ENGINEERING GROUP, INC.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the corporation's principal office and the corporation's mailing address are both c/o Alton Blake, 16243 S.W. 99TH Place, Miami, FL 33157

ARTICLE III

DURATION AND COMMENCEMENT OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The corporate existence shall commence upon the filing of these Articles of Incorporation with the Department of State.

ARTICLE IV

NATURE OF BUSINESS

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V

CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock, to be designated as Common Stock. The maximum number of shares of Common Stock which the corporation is

authorized to have outstanding is 100 shares of Common Stock of a par value of \$1.00 per share. Holders of Common Stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of Common Stock shall have pre-emptive rights to subscribe to the corporation's securities and are entitled to receive the net assets of the corporation upon dissolution.

ARTICLE VI

INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of this corporation is Alton Blake. The street address of the corporation's initial registered office is 16243 S.W. 99TH Place, Miami, FL 33157.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The corporation shall have one initial director. The number of directors may be increased or decreased from time to time in the manner provided in the bylaws of the corporation. The name and street address of the initial director is:

Alton Blake, 16243 S.W. 99TH Place, Miami, FL 33157

ARTICLE VIII

INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is Kimberly Kolback, Esq., 44 West Flagler Street, Suite 2175, Miami, Florida 33130.

ARTICLE IX

BYLAWS

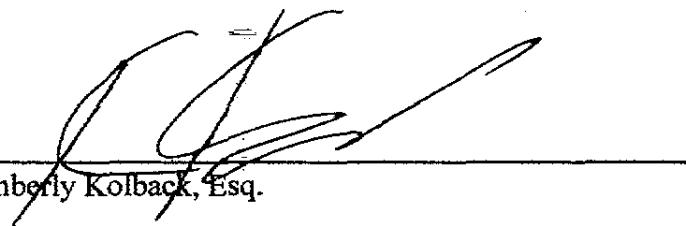
The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X

INDEMNIFICATION

The corporation shall indemnify, to the full extent permitted by law, the Incorporator, and any officer or director of the corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 26 day of November, 2002.



Kimberly Kolback, Esq.

CERTIFICATE OF REGISTERED AGENT
OF
THE SOFTWARE ENGINEERING GROUP, INC.

Pursuant to Section 607.0501 of the Florida Business Corporations Act, the following is submitted, in compliance with said Act:

That THE SOFTWARE ENGINEERING GROUP, INC., desiring to organize under the laws of the State of Florida with its principal office at 16243 S.W. 99TH Place, Miami, FL 33157, has named Alton Blake, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above corporation, at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity and agrees to comply with the provision of said Act relative to keeping open said office.

Dated this 7/1 day of July, 2002.

ALTON BLAKE

By: Alton Blake

C:\Documents and Settings\kdk\Desktop\2323\KDKFORMS\CORPOR\Software Engineering Group\certregagent.wpd

02 NOV 15 AM 9:47
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA