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POST OFFICE BOX 15607  
KANSAS CITY, MISSOURI 64106-0607  
TELEPHONE (816) 474-6550 • FACSIMILE (816) 842-3190

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Daniel K. Richardson  
816.329.6136  
drichardson@shb.com

November 21, 2002

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

Re: FirstPlace Software, Inc.

Dear Sir or Madam:

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$70.00 Filing Fee  
 \$78.75 Filing Fee & Certificate of Status

|   |  |
|---|--|
| <input checked="" type="checkbox"/> \$78.75 Filing Fee & Certified Copy | <input type="checkbox"/> \$87.50 Filing Fee & Certified Copy & Certificate of Status |
| <b>ADDITIONAL COPY REQUIRED</b>   |  |

Very truly yours,



Daniel K. Richardson  
Shook, Hardy & Bacon L.L.P.  
1010 Grand Blvd., 5<sup>th</sup> Floor  
P.O. Box 15607  
Kansas City, MO 64106-0607  
816.474.6550

DKR:sll  
Enclosure

**ARTICLES OF INCORPORATION**  
**OF**  
**FIRSTPLACE SOFTWARE, INC.**

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STATE OF FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act (the "Act"), does hereby adopt the following Articles of Incorporation:

**ARTICLE I**

Name

The name of the Corporation is FirstPlace Software, Inc. (the "Corporation").

**ARTICLE II**

Principal Office

The address of the initial principal office of the Corporation is 14505 Braddock Oak Drive, Orlando FL, 32837.

**ARTICLE III**

Purpose of Organization

The purpose for which Corporation is organized is to engage in any lawful act or activity for which corporations may be organized under the Act.

**ARTICLE IV**

Stock

The aggregate number of shares which the Corporation shall have authority to issue shall be Three Thousand (3,000) shares of Common Stock of the par value of One Dollar (\$1.00) per share, amounting in the aggregate to Three Thousand Dollars (\$3,000), and there shall be no preferences, qualifications, limitations or restrictions whatsoever, nor any special or relative rights in respect of the shares.

**ARTICLE V**

Registered Office and Agent

The name and street address of the registered agent and registered office of the Corporation is Brent Winters, 14505 Braddock Oak Drive, Orlando FL, 32837.

**ARTICLE VI**

**Incorporator**

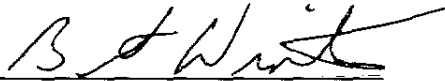
The name and mailing address of the Incorporator is Kevin R. Sweeney, 1010 Grand Blvd., 5<sup>th</sup> Floor, P.O. Box 15607, Kansas City, MO 64106. The powers of said Incorporator shall terminate upon the filing of the Articles of Incorporation.

**ARTICLE VII**

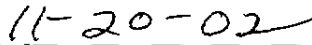
**Board**

The name of each person who is to serve as Director until the first annual meeting of Shareholders or until his or her successor is elected and qualified, is Brent Winters, 14505 Braddock Oak Drive, Orlando FL, 32837.

**IN WITNESS WHEREOF**, having been named as registered agent to accept service of process for the above-stated corporation at the place designated in these Articles of Organization, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

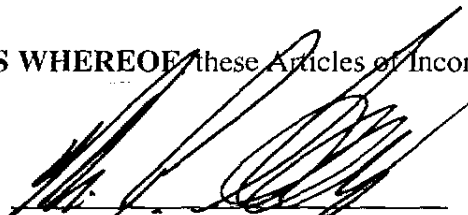


Brent Winters, Registered Agent



Date

**IN WITNESS WHEREOF** these Articles of Incorporation have been signed this 14<sup>th</sup> day of November, 2002.



Kevin R. Sweeney  
Incorporator