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JOHN H. EVANS, P. A.
ATTORNEYS AT LAW

1702 SOUTH WASHINGTON AVENUE
TITUSVILLE, FLORIDA 32780

JOHN H. EVANS
DOUGLAS W. BAKER

TEL: 321/267-5504
FAX: 321/267-0418

April 9, 2003

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Honey Island Software, Inc.
Our File No.: DWB-2156

Dear Sir/Madam:

Enclosed find the original and one copy of the Articles of Incorporation for the above-captioned corporation, together with our check # 4412 in the amount of \$70.00 to cover your filing fees. Please stamp the copy of the Articles with the date received at your office and return to the undersigned.

Thank you for your assistance in this matter.

Sincerely yours,



Douglas W. Baker, Esquire

DWB/mcr
Enclosures (2)
cc: Mr. Griffin

ARTICLES OF INCORPORATION
OF
HONEY ISLAND SOFTWARE, INC.

In compliance with *Chapter 607, Florida Statutes (2002)*, as amended, the undersigned, all of whom are of full age, have this day, voluntarily associated themselves together for the purpose of forming a corporation under the laws of the State of Florida, do hereby certify:

ARTICLE I

The name of this Corporation is:

HONEY ISLAND SOFTWARE, INC.

ARTICLE II

The nature of the business of this corporation is any and all lawful business which a corporation is permitted to conduct in the State of Florida.

ARTICLE III

The capital stock of this corporation shall be 500 shares of \$1.00 par value common stock. Said stock shall be issued pursuant to a plan under Section 1244 of the Internal Revenue Code of 1954 as amended by the Small Business Tax Revision Act of 1958.

All of said stock shall be payable in cash, or property other than stock or securities in lieu of cash, at a just valuation to be determined by the stockholders of this corporation.

ARTICLE IV

The amount of capital with which this corporation will begin business is \$500.00.

ARTICLE V

This corporation shall exist perpetually.

ARTICLE VI

The initial registered agents and registered office of the corporation in the State of Florida is: W. Herbert Griffin, 2809 Long Lake Drive, Titusville, Florida 32780. The

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Florida. The principal office and mailing address is 2809 Long Lake Drive, Titusville, Florida 32780.

ARTICLE VII

The names and addresses of the directors are:

<u>NAME</u>	<u>ADDRESS</u>
Christine M. Combel	2809 Long Lake Drive Titusville, Florida 32780
W. Herbert Griffin	2809 Long Lake Drive Titusville, Florida 32780

ARTICLE VIII

The names and addresses of the subscribers to the Certificate of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Christine M. Combel	2809 Long Lake Drive Titusville, Florida 32780
W. Herbert Griffin	2809 Long Lake Drive Titusville, Florida 32780

ARTICLE IX

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE X

Every stockholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF, the undersigned, being the original subscriber to the capital stock hereinabove named, for the purpose of forming a corporation to do business in the State of Florida, under the laws of Florida, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and hereunto set their hands and seals this 8th day of April, 2003.

Christine M. Combel

CHRISTINE M. COMBEL, Incorporator

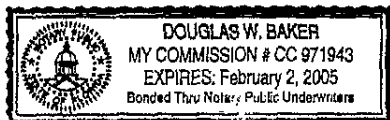
W. Herbert Griffin

W. HERBERT GRIFFIN, Incorporator

**STATE OF FLORIDA
COUNTY OF BREVARD**

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared **CHRISTINE M. COMBEL and W. HERBERT GRIFFIN**, to me well known to be the persons who executed the foregoing Articles of Incorporation, and acknowledged before me that they executed the same freely and voluntarily for the purposes therein expressed and that they are personally known to me or produced sufficient identification, and did not take an oath.

WITNESS my hand and official seal this 8th day of April, 2003.



[Signature]

Notary Public, State of Florida

My Commission Expires:

STATEMENT OF DESIGNATION AND ACCEPTANCE
OF INITIAL REGISTERED AGENT AND REGISTERED OFFICE OF
HONEY ISLAND SOFTWARE, INC.

Pursuant to the provisions of *Chapter 607, Florida Statutes (2002)* the undersigned, as Director of **HONEY ISLAND SOFTWARE, INC.** hereby files this statement of the designation and acceptance of the initial registered agent of the Corporation.

The street address and mailing address of the initial registered office of this Corporation is 2809 Long Lake Drive, Titusville, Florida 32780, and the name of the initial registered agents of this Corporation at that address are **W. HERBERT GRIFFIN**

DATED this 8th day of April, 2003.



W. HERBERT GRIFFIN, Registered Agent

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I hereby accept appointment as the registered agent of **HONEY ISLAND SOFTWARE, INC.** at the initial registration office of the Corporation at 2809 Long Lake Drive, Titusville, Florida 32780.

DATED this 8th day of April, 2003.



W. HERBERT GRIFFIN, Registered Agent

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