

Division of Corporations

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Florida Department of State
Division of Corporations
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To:

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Fax Number : (850)205-0381

From:

Account Name : UCC FILING & SEARCH SERVICES, INC.
Account Number : I19980000054
Phone : (850)681-6528
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FLORIDA PROFIT CORPORATION OR P.A.

Software First, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	02
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Handwritten initials/signature



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

August 8, 2003

UCC FILING & SEARCH SERVICE, INC.

SUBJECT: SOFTWARE FIRST, INC.
REF: W03000022539

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You must list the corporation's principal office and/or a mailing address in the document.

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Dale White
Document Specialist
New Filings Section

FAX Aud. #: H03000249648
Letter Number: 803A00045509

CERTIFICATE OF INCORPORATION

The undersigned, in accordance with the provisions of Section 607.0202 of the Florida Business Corporation Act, hereby states as follows:

1. The name of the Corporation is:

SOFTWARE FIRST, INC.
and its principal place of business & mailing address is 3276 Lakeview Oaks Drive, Longwood Florida 32779.

2. The Corporation may engage in any activity within the purposes for which corporations may be organized under the Florida Business Corporation Act, Section 607.0302, and to do all things necessary or convenient to carry out its business and affairs as therein set forth.

3. The Corporation shall be authorized to issue 100 shares of common no par value stock.

4. The name and address of the Corporation's registered agent is:

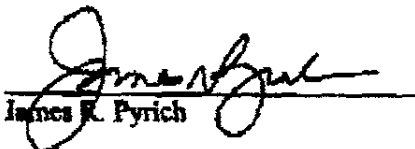
James R. Pyrich
3276 Lakeview Oaks Drive
Longwood, FL 32779

5. The name and address of the incorporator is:

James R. Pyrich
3276 Lakeview Oaks Drive
Longwood, FL 32779

6. The directors and officers of the Corporation shall not be personally liable to the Corporation or its shareholders for damages for breach of any duty owed to the Corporation or its shareholders, except that such provision shall not relieve a director or officer from liability from any breach of duty based upon an act or omission (a) in breach of such person's duty of loyalty to the Corporation or its shareholders, (b) not in good faith or involving a knowing violation of law, or (c) resulting in receipt by such person of an improper personal benefit.

IN WITNESS WHEREOF, the undersigned hereby executes this Certificate of Incorporation on this 4th day of August, 2003.



James R. Pyrich

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**STATEMENT MADE BY INITIAL REGISTERED AGENT
PURSUANT TO SECTION 607.0501(3)
OF THE FLORIDA BUSINESS CORPORATION ACT**

The undersigned hereby states as follows:

1. He is named as the initial registered agent of Software First, Inc. on whom process may be served in accordance with Section 607.0202(1)(a) of the Florida Business Corporation Act.
2. He hereby accepts the appointment as a registered agent simultaneously with his being designated as such.
3. The undersigned is familiar with, and accepts, the obligations of being the registered agent.


James Byrich

August 7, 2003

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