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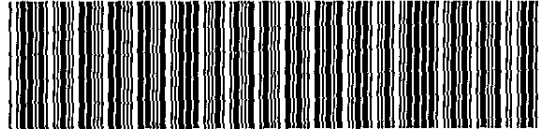
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DIVISION OF CORPORATION

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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 337068 4342718

AUTHORIZATION : *Patricia Pigute*

COST LIMIT : \$ 128.75

ORDER DATE : November 25, 2003

ORDER TIME : 1:43 PM

ORDER NO. : 337068-005

CUSTOMER NO: 4342718

CUSTOMER: H. Steven Holtzman, Esq.
Glenn Rasmussen Fogarty &
Suite 1300
100 South Ashley Drive
Tampa, FL 33602

DOMESTIC AMENDMENT FILING

NAME: PRODUCTIVE SOFTWARE SYSTEMS,
INC.

EFFECTIVE DATE:

XX CERTIFICATE OF DOMESTICATION
XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea -- EXT# 1114

EXAMINER'S INITIALS: _____

CERTIFICATE OF DOMESTICATION
OF
PRODUCTIVE SOFTWARE SYSTEMS, INC.

FILED
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TALLAHASSEE, FLORIDA
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Pursuant to Section 607.1801 of the Florida Business Corporation Act (the "Act"), Productive Software Systems, Inc. adopts this Certificate of Domestication:

FIRST: The corporation was formed pursuant to the laws of the State of Minnesota on December 23, 1998.

SECOND: The name of the corporation immediately prior to the filing of this certificate of domestication was Productive Software Systems, Inc.

THIRD: The name of the corporation as set forth in its articles of incorporation filed in accordance with section 607.1801(2)(b) of the Act is Productive Software Systems, Inc.

FOURTH: The corporation's principal place of business was located in Minnesota immediately prior to the filing of this certificate of domestication.

EXECUTED: November 21, 2003.

**PRODUCTIVE SOFTWARE
SYSTEMS, INC.**

By: 
Roger J. Olsen, CEO

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TALLAHASSEE, FLORIDA
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**ARTICLES OF INCORPORATION
OF
PRODUCTIVE SOFTWARE SYSTEMS, INC.**

The undersigned incorporator adopts the following Articles of Incorporation for the purpose of forming a corporation under the Florida Business Corporation Act:

ARTICLE I. NAME

The name of the corporation is: **Productive Software Systems, Inc.**

ARTICLE II. PURPOSE

The corporation may transact any or all lawful business for which a corporation may be incorporated under the Florida Business Corporation Act.

ARTICLE III. MAILING AND PRINCIPAL OFFICE ADDRESS

The mailing address and street address of the principal business office of the corporation are as follows:

601 Cleveland Street
Suite 330
Clearwater, Florida 33755

ARTICLE IV. CAPITAL STOCK

The number of shares of capital stock that the corporation is authorized to issue is 100,000 shares of common stock, having a par value of \$.01 per share.

ARTICLE V. INITIAL BOARD OF DIRECTORS

The corporation shall have two directors initially. The number of directors may be increased or decreased from time to time, as provided in the bylaws. The names and street addresses of the initial directors are as follows:

Roger J. Olsen
601 Cleveland Street
Suite 330
Clearwater, Florida 33755

Elizabeth Olsen
601 Cleveland Street
Suite 330
Clearwater, Florida 33755

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent are as follows:

Roger J. Olsen
601 Cleveland Street
Suite 330
Clearwater, Florida 33755,

ARTICLE VII. INCORPORATOR


The name and street address of the incorporator are as follows:

Roger J. Olsen
601 Cleveland Street
Suite 330
Clearwater, Florida 33755

ARTICLE VIII. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence at the time when these Articles of Incorporation are filed by the Secretary of State.

Date: November 21, 2003.



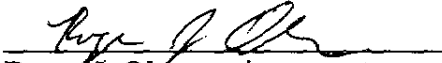
Roger J. Olsen, as incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for the corporation named above at the place designated in these articles of incorporation, the undersigned accepts the appointment as registered agent and agrees to act in that capacity. The undersigned agrees to comply with the provisions of all statutes relating to the proper and

complete performance of his duties as registered agent. The undersigned is familiar with, and accepts, the obligations of registered agent.

Date: November 21, 2003.



Roger J. Olsen, as incorporator

3157-001^B Articles of Incorporation - PSS (11-21-03)

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