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FLORIDA PROFIT CORPORATION OR P.A.

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FROM

... (WED) 7. 7, 04 13:29/ST. 13:28/NO. 4863333784 P 2

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
IDEAL OFFICE SOFTWARE, INC.**

THE UNDERSIGNED, acting as sole incorporator of IDEAL OFFICE SOFTWARE, INC. (hereinafter, the "Corporation") under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, as hereafter amended and modified (the "FBCA"), hereby adopts the following Articles of Incorporation for the Corporation, pursuant to Section 607.0201 of the FBCA:

ARTICLE 1

Name

The name of the Corporation is: IDEAL OFFICE SOFTWARE, INC.

ARTICLE 2

Purpose

The Corporation may, and is authorized to, engage in any activity or business now or hereafter permitted under the laws of the United States and of the State of Florida.

ARTICLE 3

Principal Office and Mailing Address

The address of the Principal Office of the Corporation and its mailing address is 4890 West Kennedy Boulevard, Suite 255, Tampa, Florida 33609. The location of the Principal Office and the mailing address shall be subject to change as may be provided in the Bylaws.

ARTICLE 4

Capital Stock

The Corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Stock", as follows:

1. One Thousand (1,000) shares of voting common stock, which shall be designated "Voting Common Stock"; and
2. Nine Thousand (9,000) shares of nonvoting common stock, which shall be designated "Nonvoting Common Stock".

Other than the difference in voting rights described above, all shares of Common Stock shall have the same rights and preferences.

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ARTICLE 5
Shareholder Action

Except as otherwise required by the FBCA, an affirmative vote of greater than fifty percent (50%) of the shares of Voting Common Stock of the Corporation shall be required for any Shareholder action.

ARTICLE 6
Board of Directors

There shall initially be two (2) members of the Board of Directors, who shall serve until the first meeting of the shareholders of the Corporation. The initial members of the Board of Directors are as follows:

Joseph Acebal
4890 West Kennedy Boulevard
Suite 255
Tampa, Florida 33609

Richard D. Mikles
4890 West Kennedy Boulevard
Suite 255
Tampa, Florida 33609

Thereafter, the number of directors of the Corporation may be fixed in accordance with the Bylaws of the Corporation.

ARTICLE 7
Initial Registered Office and Agent

The address of the initial Registered Office of the Corporation is One Independent Drive, Suite 1300, Jacksonville, Florida 32202, and the initial Registered Agent at such address is F & L Corp.

ARTICLE 8
Incorporator


The name and address of the sole Incorporator of the Corporation is: Curt P. Creely, Foley & Lardner LLP, 100 North Tampa Street, Suite 2700, Tampa, Florida 33602.

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IN WITNESS WHEREOF, these Articles of Incorporation have been signed by the undersigned Incorporator this 7th day of July, 2004.



Curt P. Creely, Incorporator

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ACCEPTANCE OF APPOINTMENT
BY INITIAL REGISTERED AGENT

THE UNDERSIGNED, having been named in the foregoing Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the Corporation.

DATED this 7th day of July, 2004.

F & L CORP.

By:



Name: Martin A. Traber

Title: Vice President

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