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**THE LAW OFFICE OF  
V.J. ALVAREZ & ASSOCIATES, P.A.**

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Tampa, Florida 33611  
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**To: CYNTHIA/FLORIDA SECRETARY OF STATE**

**From: VICTORIA J. ALVAREZ, ESQUIRE**

**Fax: (850) 245-6804**

**Pages: 3**

**Date: February 4, 2005**

**Re: Articles of Incorporation of Software Conception, Inc.**

**• Comments**

**Please see attached front and back of check number 4822 regarding the filing of the Articles  
of Incorporation of Software Conception, Inc..**

**IF THERE ARE ANY PROBLEMS WITH THIS TRANSMISSION, PLEASE CONTACT THIS OFFICE  
IMMEDIATELY AT (813) 835-1955.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

**ARTICLE I**

**Name**

The name of this corporation shall be:

**SOFTWARE CONCEPTION, INC.**

**ARTICLE II**

**Principal Office and Mailing Address**

The address of the principal office and the mailing address of this corporation shall be:

**13902 N. Dale Mabry Hwy.  
Suite 289  
Tampa, Florida 33618**

**ARTICLE III**

**Business and Purposes**

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

**ARTICLE IV**

**Capital Stock**

(a) The aggregate number of shares of capital stock authorized to be issued by this corporation shall be Ten Thousand (10,000) shares of common stock with a par value of One Dollar (\$1.00) per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

(b) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

**ARTICLE V**  
**Existence of Corporation**

In accordance with Section 607.0203, Florida Statutes, the existence of this corporation shall commence January 20, 2005, if these Articles are filed by the Department of State within five (5) business days after such date. If filed after such five (5) business days, the existence of this corporation shall commence upon the filing of these Articles by the Department of State. In either event, the existence of this corporation thereafter shall be perpetual.

**ARTICLE VI**  
**Registered Office and Registered Agent**

The initial registered office of this corporation shall be located at 13902 N. Dale Mabry Hwy., Suite 289, Tampa, Florida 33618 and the initial registered agent of this corporation at such office shall be BRANDON C. ADAMS. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

**ARTICLE VII**  
**Board of Directors**

The Board of Directors of this corporation shall consist of not less than one (1) nor more than fifteen (15) members, the exact number of directors to be fixed from time to time by the stockholders or the by-laws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the by-laws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

**ARTICLE VIII**  
**Initial Board of Directors**

The initial Board of Directors of this corporation shall consist of three (3) member, such member is to hold office until his successor(s) have been duly elected and qualified. The name and street address of the initial directors are:

<u>Name</u>	<u>Address</u>
JAMES W. ZIMMERMAN	13902 N. Dale Mabry Hwy. Suite 289 Tampa, Florida 33618
BRANDON C. ADAMS	13902 N. Dale Mabry Hwy. Suite 289 Tampa, Florida 33618

**ARTICLE IX**  
**Incorporator**

The name and street address of the incorporator making these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
BRANDON C. ADAMS	13902 N. Dale Mabry Hwy. Suite 289 Tampa, Florida 33618

**ARTICLE X**  
**By-Laws**

(a) The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation; provided, however, that any by-law or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by the stockholders, and the stockholders may prescribe in any by-law made by them that such by-law shall not be altered, amended or repealed by the Board of Directors.

(b) The by-laws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation or contrary to the laws of the State of Florida or of the United States.

**ARTICLE XI**  
**Amendment of Articles of Incorporation**

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles for the uses and purposes therein stated.

  
\_\_\_\_\_  
BRANDON C. ADAMS, Incorporator

**SOFTWARE CONCEPTION, INC.**  
**ACCEPTANCE OF SERVICE AS REGISTERED AGENT**

The undersigned, **BRANDON C. ADAMS**, have been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 13<sup>th</sup> day of January, 2005.

  
\_\_\_\_\_  
**BRANDON C. ADAMS**

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AND  
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05 JAN 19 PM 3:14  
SECRETARY OF STATE  
TALLAHASSEE FL 32399