

POS000155752

(Requestor's Name)

From: E. A. Humphreys  
1817 North O St.  
Lake Worth, FL 33460  
(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION  
OF  
TOOLCHEST SOFTWARE, INC.,  
a FLORIDA corporation**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

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

**ARTICLE I  
CORPORATE NAME**

The name of the corporation shall be ToolChest Software, Inc. (the "Corporation").

**ARTICLE II  
PRINCIPAL OFFICE**

The principal place of business and mailing address of the Corporation is 1817 North O Street, Lake Worth, Florida 33460.

**ARTICLE III  
PURPOSE**

This Corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV  
CAPITAL STOCK**

The Corporation is authorized to issue One Thousand (1,000) shares in the aggregate, at a par value of \$1.00 per share, and all of which shall be of a single class of Common Shares. All Common Shares shall be identical with each other in every respect, and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

**ARTICLE V  
INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address of the initial registered agent of the Corporation is Trevor

Humphreys, at 1817 North O Street, Lake Worth, Florida 33460.

**ARTICLE VI  
INCORPORATOR**

The name and address of the Incorporator is Elaine A. Humphreys, 1817 North O Street, Lake Worth, Florida 33460.

**ARTICLE VII  
DURATION**

The duration of the Corporation is perpetual commencing upon the filing of these Articles of Incorporation with the Secretary of the State of Florida.

**ARTICLE VIII  
BY-LAWS**

The power to adopt, alter, amend or repeal By-laws shall be vested in the Board of Directors.

**ARTICLE IX  
INDEMNIFICATION**

The Corporation shall indemnify any officer and/or director, or any former officer and/or director to the full extent of the law.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Florida, the undersigned, constituting the sole incorporator of this Corporation, has executed these Articles of Incorporation, this the 14<sup>th</sup> day of November, 2005.

INCORPORATOR

Elaine A. Humphreys  
Elaine A. Humphreys

STATE OF FLORIDA                    )  
  ) ss:  
COUNTY OF PALM BEACH        )

The foregoing instrument was acknowledged before me this the 14<sup>th</sup> day of November, 2005, by Elaine A. Humphreys, who (L) is personally known to me or ( ) has produced a Florida driver's license as identification.

Joni L. Taurosa  
NOTARY PUBLIC OF THE STATE OF FLORIDA  
Print Name: Joni L. TAUROSA  
My Commission Expires: 10/16/08

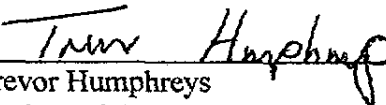


Joni L. Taurosa  
Commission #DD358378  
Expires: OCT 16, 2008  
Bonded Thru  
Atlantic Bonding Co., Inc.

**TOOLCHEST SOFTWARE, INC.,  
a Florida corporation**

I, Trevor Humphreys, of 1817 North O Street, Lake Worth, Florida 3346, being the person named in the Articles of Incorporation of TOOLCHEST SOFTWARE, INC. as the registered agent of the corporation, hereby consent to accept service of process for the corporation at the address set forth above, and accept the appointment as registered agent and agree to act in this capacity. I agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of the position of registered agent as provided in F.S. §607.0501.

Dated: November 14<sup>th</sup>, 2005.

  
Trevor Humphreys  
Registered Agent

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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