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(561) 744 – 4600
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ATTORNEYS AT LAW

ADAM S. GUMSON RICHARD P. GUMSON \*

ANDREA J. CHRISTLE, P.A. \*\*
HOWARD BERNSTEIN \*\*\*
KELLY C. STURMTHAL

\* also admitted to NY Bar \*\* also admitted to MO Bar \*\*\* also admitted to NY & PA Bars

January 26, 2006

Corporate Records Bureau Division of Corporations Department of State P. O. Box 6327 Tallahassee, FL 32314

Re: BNR Software, Inc.

Gentlemen:

Enclosed is the original and one (1) copy of the Articles of Incorporation relative to the above corporation.

My check, in the amount of \$70.00, is also enclosed in payment of your fees. Kindly file the original Articles and return the copies to me along with your customary receipt.

Thank you for your anticipated courtesies and prompt attention to this matter.

Sincerely,

JUPITER LAW CENTER

Andrea J. Christle

AJC:kmm Encs.

# ARTICLES OF INCORPORATION

OF.

#### BNR SOFTWARE, INC.



The undersigned, acting as Incorporator of a Corporation under the Parida

General Corporation Act, adopts the following Articles of Incorporation for such Corporation:

# ARTICLE I

The name of the Corporation is:

# BNR SOFTWARE, INC.

# **ARTICLE II**

This Corporation shall commence its existence effective immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

### ARTICLE III

The Corporation is organized to conduct any and all lawful business.

# **ARTICLE IV**

The capital stock authorized the par value thereof and the characteristics of such stock shall be as follows:

Number of Shares Authorized	Par Value <u>Per Share</u>	Class of Stock
1,000	\$1.00	Common

# ARTICLE V

This Corporation shall indemnify and insure its Officers and Directors, or any former Officers and Directors, to the fullest extent permitted by law either now or thereafter.

#### ARTICLE VI

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and Shareholders, but the Shareholders may provide in any by-laws made by them that such by-laws shall not be altered, amended or repealed by the Board of Directors.

#### ARTICLE VII

To the fullest extent allowable by law, the Board of Directors may establish committees of Directors consisting of two or more persons and the Directors may rely on information, opinions, reports or statements, including financial statements and other financial data prepared or presented by such committee.

The address of the initial mailing office of the Corporation is: 231 Caravelle Drive, Jupiter, Florida 33458, with the privilege of having its offices and branch offices at other places within or without the State and the name of its initial registered agent at such address is GARY LYONS, who hereby acknowledges that he is familiar with and accepts the duties and responsibilities as Registered Agent for said corporation.

Registered Agent's Acceptance:

#### ARTICLE IX

The number of Directors constituting the initial Board of Directors of the Corporation is two (2), and the name and address of the person who is to serve as Director until the first annual meeting of Shareholders or until his/her successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
GARY LYONS	231 Caravelle Drive Jupiter, FL 33458
BETH LYONS	231 Caravelle Drive Jupiter, FL 33458

#### ARTICLE X

The name and address of the incorporators are:

**NAME** 

ADDRESS:

**GARY LYONS** 

231 Caravelle Drive Jupiter, FL 33458

**BETH LYONS** 

231 Caravelle Drive Jupiter, FL 33458

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation on this /-2 4-0 ay of January, 2006.

STATE OF FLORIDA COUNTY OF PALM BEACH

SS.:

The foregoing instrument was acknowledged before me this oday of January, 2006, by GARY LYONS, who is personally known to me or who has produced a Drivers License as identification.

Ginger S. Etheridge

NOTARY S NAME OF THE PROPERTY OF THE PROPERTY

Bonded Thru Atlantic Bonding Co., Inc.

STATE OF FLORIDA COUNTY OF PALM BEACH SS.:

The foregoing instrument was acknowledged before me this day of January, 2006, by BETH LYONS, who is personally known to me or who has produced a Drivers License as identification.

Ginger S. Etheridge Commission #DD398062 Expires: Feb 20, 2009 Ņ

Bonded Thru Atlantic Bonding Co., Inc.

NOTARY'S NAME PRINTED, STAMPED OR TYPED