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707  
W00049494



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06 DEC -4 AM 9:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

12/5/06

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06 DEC -4 AM 9:08

**TRANSMITTAL LETTER**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

**SUBJECT:** Domestication of APPX Software, Inc

Enclosed is an original and one (1) copy of the Certificate of Domestication and a check for:

**FEES:**

Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	<u>\$78.75</u>
Total to domesticate and file	\$128.75

**OPTIONAL:**

Certificate of Status	\$ 8.75
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**FROM:** James L. Nipper  
Name (printed or typed)

200 West Forsyth St. Suite C-6  
Address

Jacksonville, Florida 32202  
City, State & Zip

(904) 354-7378  
Daytime Telephone Number



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

November 13, 2006

FILED  
06 DEC -4 AM 9:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

JAMES L. NIPPER, ESQ.  
200 WEST FORSYTH STREET  
SUITE C-6  
JACKSONVILLE, FL 32202

SUBJECT: APPX SOFTWARE, INC.  
Ref. Number: W06000049494

We have received your document for APPX SOFTWARE, INC. and your check(s) totaling \$137.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

We are enclosing the proper form(s) with instructions for your convenience.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6973.

Claretha Golden  
Document Specialist  
New Filing Section

Letter Number: 106A00066410

## CERTIFICATE OF DOMESTICATION

The undersigned, James L. Nipper, Attorney & Agent,  
(Name) (Title)


of APPX Software, Inc a foreign corporation,  
(Corporation Name)

in accordance with s. 607.1801, Florida Statutes, does hereby certify:

1. The date on which corporation was first formed was March 9, 1988.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was Commonwealth of Virginia.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was APPX Software, Inc.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 607.0202 and 607.0401 with this certificate is APPX Software, Inc.
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of the Certificate of Domestication was Commonwealth of Virginia.
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 607.1801.

I am Attorney & Agent, of APPX Software Inc.

and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this the 29th day of November.

  
(Authorized Signature)

<b>Filing Fee:</b>	
Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	\$78.75
Total to domesticate and file	\$128.75

FILED  
CG DEC -4 AM 9:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**APPX SOFTWARE, INC.**

**FILED**

06 DEC -4 '99 9:09

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation for profit under the laws of the State of Florida, and do hereby certify that we have become such corporation under and pursuant to the following Articles of Incorporation:

**ARTICLE I**

The name of this corporation is:

APPX Software, Inc.

**ARTICLE II**

The general nature of the business to be transacted by this corporation is to develop, sell, maintain, and otherwise deal with computer software and other intellectual property of any nature, and to otherwise engage in the development and marketing of software and software related products, including all lawful activities with respect to said business. This Corporation shall also

be authorized to own and trade in real and personal property and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, cooperative association, fraternal benefit society, state fair or exposition; and to do any and all other things or transact any and all other business or businesses authorized and not prohibited by the laws of the State of Florida.

### **ARTICLE III**

This corporation was first organized on or about March 9, 1988, in the Commonwealth of Virginia, under the name of Kennedy & Company, Inc. pursuant to a Virginia merger effective as of May 31, 1993, this corporation survived said merger and this company became known as Appx Software, Inc. Simultaneous with the filing of these Articles of Incorporation, the undersigned are filing a Certificate of Domestication pursuant to the applicable provisions of chapter 607, Florida Statutes. The effective date of this corporation is the date of its initial incorporation in the State of Virginia on March 9, 1988. This corporation shall hereafter have a perpetual existence unless sooner dissolved according to law.

## ARTICLE IV

The initial principal office of this corporation is 11363 San Jose Blvd., Jacksonville, Florida 32223, Suite 301, and the post office mailing address of this corporation is also 11363 San Jose Blvd., Suite 301, Jacksonville, Florida 32223. The name of the initial Registered Agent is James L. Nipper, whose address is 200 West Forsyth Street, Suite C-6 Jacksonville, Florida 32202.

## ARTICLE V

The names and post office addresses of the incorporating President, Director, Secretary, and Subscribers, who, subject to the provisions of these Articles of Incorporation, the By-Laws of this corporation, and the Laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are as follows:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Steven P. Frizzle11	11363 San Jose Blvd. #301 Jacksonville, Florida 32223	President/Director Subscriber
Gary DeWitt	11363 San Jose Blvd. #301 Jacksonville, Florida 32223	Secretary/Director Subscriber

## **ARTICLE VI**

The aggregate number of shares which this corporation shall have authority to issue is twenty thousand (20,000) shares of Common Stock. The Stockholders of the predecessor Corporation in the Commonwealth of Virginia shall continue to have the same number of shares and percentage ownership in this corporation to be domesticated in the State of Florida, and each of their respective interests in the corporation shall be fully maintained.

## **ARTICLE VII.**

The 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 law, and all rights conferred on Stockholders are granted subject to this reservation. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. This corporation hereby adopts and reaffirms any existing By-Laws that have been adopted and/or amended by this corporation as it has existed in the State of Virginia prior to the Florida domestication process. The designation of Officers and Directors as set forth in these Articles of Incorporation shall be confirmed and ratified



by initial meeting of the Stockholders immediately following the acceptance of these Articles of Incorporation by the Secretary of State of the State of Florida.

**IN WITNESS WHEREOF**, we the undersigned subscribing incorporators have hereunto set our hands and seals this 4th day of October, 2006, and for the purpose of forming this corporation under the laws of the State of Florida, have signed these Articles of Incorporation and certify that the facts herein stated are true.

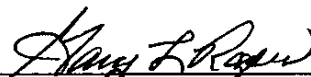
  
STEVEN P. FRIZZELL

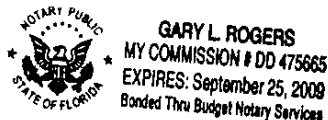
  
GARY DEWITT

STATE OF FLORIDA  
COUNTY OF DUVAL

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared **STEVEN P. FRIZZELL** and **GARY DEWITT**, both personally known to me as being the persons described in and who both executed the foregoing Articles of Incorporation, and they have acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid this 4<sup>TH</sup> day of **OCTOBER, 2006**.

  
Notary Public, State of Florida  
My Commission Expires: 9/25/09



## ACCEPTANCE OF REGISTERED AGENT


STATE OF FLORIDA  
COUNTY OF DUVAL

Before me, the undersigned authority, personally appeared **JAMES L. NIPPER**, and hereby acknowledges his acceptance as the initial Registered Agent of **APPX Software, Inc.**, with the initial corporate address of 11363 San Jose Blvd. Suite 301, Jacksonville, Florida 32223, and the Registered Agent address is 200 W. Forsyth Street, Suite C-6, Jacksonville, Florida 32202.

  
James L. Nipper

Sworn to and subscribed before me  
this 6<sup>th</sup> day of **October, 2006**.



  
Notary Public, State of Florida  
My Commission Expires:

FILED  
06 DEC -4 AM 9:09  
TALAHASSEE, FLORIDA  
SECRETARY OF STATE