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CORPORATE CREATIONS

PAGE 01

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1/06/95

FLORIDA DIVISION OF CORPORATIONS
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ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399

FROM: CORPORATE CREATIONS INTERNATIONAL INC
401 OCEAN DR
SUITE 312

CONTACT: JOHNNY C RODRIGUEZ

PHONE: (305) 672-0686

FAX: (305) 672-9110

FAX: (904) 922-4000

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: 'TOPWARE INC.

FAX AUDIT NUMBER: H95000000229

DATE REQUESTED: 01/06/1995

CERTIFIED COPY: 0

NUMBER OF PAGES: 4

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U.S. DEPT. OF JUSTICE

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**Articles of Incorporation
of
Topware Inc.**

Article I. Name

The name of this Florida corporation is Topware Inc.

Article II. Address

The mailing address of the Corporation is:

Topware Inc.
P.O. Box 290726
Ft. Lauderdale, FL 33329-0726

Article III. Capital Stock

The Corporation shall have the authority to issue 2000 shares of common stock, par value \$.01 per share.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:

Corporate Creations Enterprises Inc.
4521 PGA Boulevard, Suite 211
Palm Beach Gardens, FL 33418

Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the

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Corporate Creations International Inc.
401 Ocean Drive, Suite 312
Miami Beach, FL 33139
(305) 672-0688

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Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each initial member of the Corporation's Board of Directors is:

Kenneth Richenstein

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc.
401 Ocean Drive, Suite 312
Miami Beach, FL 33139

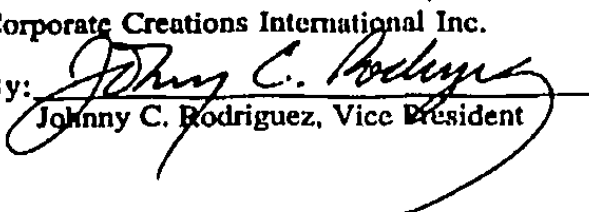
Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective as of January 6, 1995.

The authorized representative of the incorporator executed these Articles of Incorporation on January 6, 1995.

Corporate Creations International Inc.

By:


Johnny C. Rodriguez, Vice President

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Corporate Creations International Inc.
401 Ocean Drive, Suite 312
Miami Beach, FL 33139
(305) 672-0686

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

CORPORATION:
Topware Inc.

REGISTERED AGENT:
Corporate Creations Enterprises Inc.
4521 PGA Boulevard, Suite 211
Palm Beach Gardens, FL 33418

FILED
94 JAN -6 PM 2:35
SECRETARY OF STATE
TALLAHASSEE FL 32301

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

Corporate Creations Enterprises Inc.

By: Johnny C. Rodriguez
Johnny C. Rodriguez, Vice President

Date: January 6, 1995

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Corporate Creations International Inc.
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Miami Beach, FL 33139
(305) 672-0686