

JAN 17 05 TUE 3:58

GUNSTER

032

P.02

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1/17/95 FLORIDA DIVISION OF CORPORATIONS 9:47 AM  
PUBLIC ACCESS SYSTEM  
(((H95000000600))) ELECTRONIC FILING COVER SHEET  
TO: DIVISION OF CORPORATIONS FROM: GUNSTER, YOAKLEY & STEWART, P.A.  
DEPARTMENT OF STATE 777 S FLAGLER DR  
STATE OF FLORIDA PHILLIPS POINT SUITE 500E  
409 EAST GAINES STREET WEST PALM BEACH FL 33401-6194  
TALLAHASSEE, FL 32399 CONTACT: SHERI J MILLER  
FAX: (904) 922-4000 PHONE: (407) 650-0658  
FAX: (407) 655-5677

(((H95000000600))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: SOLVEWARE, INC.  
FAX AUDIT NUMBER: H95000000600 CURRENT STATUS: REQUESTED  
DATE REQUESTED: 01/17/1995 TIME REQUESTED: 09:47:23  
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0  
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JAN-17-95 TUE 0:57

GUNSTER YOAKLEY & STEWART

FAX NO. 8323563

P. 01

**GUNSTER, YOAKLEY & STEWART, P.A.**

ATTORNEYS AT LAW  
PHILLIPS POINT, SUITE 500 EAST  
777 SOUTH FLAGLER DRIVE  
WEST PALM BEACH, FLORIDA 33401-6194  
P.O. BOX 4587  
WEST PALM BEACH, FLORIDA 33402-4587

TELEPHONE (407) 655-1980  
FAX (407) 655-5677

OTHER OFFICES IN:  
STUART, FL (407) 288-1980  
FORT LAUDERDALE, FL (305) 462-2000

**FAX TRANSMITTAL FORM**

DATE: January 17, 1995  
TO: FL Division of Corporations  
FIRM: Department of State  
CITY, STATE: Tallahassee, FL  
FAX #: 904-922-4000  
PHONE #: 904-487-6926  
FROM: Mary Blackford Cherry, Legal Assistant Ext: 728  
ORIGINALS TO FOLLOW: No

NO. OF PAGES TRANSMITTED (INCLUDING THIS COVER PAGE) 7  
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**Message:**

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CLIENT/MATTER#: 15126.09000

ARTICLES OF INCORPORATION

OF  
SOLVEWARE, INC.

Article I

Name

The name of the corporation is SolveWare, Inc.

Article II

Duration

The corporation shall have a perpetual existence.

Article III

Purpose

The corporation is organized for the purpose of transacting any and all lawful business.

Article IV

Address

The principal place of business of this corporation shall be:

4300 US Highway One, Suite 203-346, Jupiter, FL 33477

The mailing address of this corporation shall be:

4300 US Highway One, Suite 203-346, Jupiter, FL 33477

Prepared by and return to:  
Michael V. Mitrione, Esq.  
Gunster, Yoakley, Valdes-Fauli & Stewart, P.A.  
Phillips Point, Suite 500 East  
777 South Flagler Drive  
West Palm Beach, FL 33402  
(407) 655-1980  
FLA. BAR NO. 0294551

Article V

Capital Stock

The corporation is authorized to issue One Thousand (1,000) shares of One Cent (\$0.01) par value per share common stock.

Article VI

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is One Biscayne Tower, Suite 3400, 2 South Biscayne Boulevard, Miami, FL 33131-1897, and the name of the initial registered agent of this corporation at the address is Valdes-Pauli Corporate Services, Inc. Pursuant to Florida Statute 607.0501(3), a written acceptance is attached.

Article VII

Incorporator

The name and address of the person signing these Articles are:

Michael V. Mitrione      777 South Flagler Drive  
Suite 500E  
West Palm Beach, FL 33401

Article IX

Powers

The corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

## Article X

### Indemnification

Provided the person proposed to be indemnified is not shown to have not satisfied the requisite standard of conduct for permissive indemnification by a corporation as specifically set forth in the applicable provisions of the Florida Business Corporation Act (currently, Sections 607.0850(1) and (2) of the Florida Statutes), as may be amended from time to time, this corporation shall indemnify its officers and directors, and may indemnify its employees and agents, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or other agent. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of shareholders or disinterested directors or otherwise. The indemnification provided herein shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, the personal and other legal representatives of such person, and an adjudication of liability shall not affect the right to indemnification for those indemnified.

## Article XI

### Amendment

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

JAN-17-95 TUE 10:00

GUNSTER YONKLEY & STEWAR

FAX NO. 8323583

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Article XII

Bylaws

The Bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by shareholders if the shareholders specifically provide such Bylaw is not subject to amendment or repeal by the directors.

  
Michael V. Mitrono

DATED: January 11, 1995

JAN-17-95 TUE 10:01

GUNSTER YONKLEY & STEWAR

FAX NO. 8323583

P.07

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**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been named as registered agent for SolveWare, Inc., a Florida corporation (the "Corporation"), in the foregoing Articles of Incorporation, I, on behalf of the Corporation, hereby state I am familiar with and agree to accept the duties and responsibilities as registered agent for said Corporation and to comply with any and all Florida Statutes relative to the complete and proper performance of the duties of registered agent.

**REGISTERED AGENT:**

**VALDES-FAULI CORPORATE SERVICES,  
INC.**

By:



Michael V. Mitrone, Vice President

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