

P95000006252

EVOLUTION Software

Gary D. Cole
President
13206 US Highway 1
Suite 110
Juno Beach, FL 33408

Telephone (407) 926-3860
Fax (407) 926-1471

January 19, 1995

Secretary Of State
Corporate Records Bureau
Department Of State
409 E. Gaines Street
Tallahassee, FL 32399

10000013360021
01-20-95 01093-019
*****122.50

To Whom It May Concern:

Please see the enclosed (2) originals of the Articles of Incorporation for
EVOLUTION Software, Inc..

Also enclosed is our check in the amount of \$122.50 to cover the cost of the
Incorporation fees of the said corporation.

If there are any questions regarding this application, please call me at the
number listed above.

Sincerely,



Gary D. Cole
President

10000013360021
TALLAHASSEE, FLORIDA

FILED

1995 JAN 20 PM 12:30



FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

December 28, 1994

MARK CAMASTA, ESQ.
20821 S. CICERO AVE.
MATTESON, IL 60443

RECEIVED
JAN 3 1995
Applied Systems, Inc.

The name EVOLUTION SOFTWARE, INC. has been reserved for 120 days beginning December 28, 1994. The reservation number is R94000006123 and this reservation is NONRENEWABLE.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will AGAIN be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Trevor Brumbley

Letter number: 494A00054605

ARTICLES OF INCORPORATION
OF
EVOLUTION SOFTWARE, INC.

FILED

1995 JAN 20 PM 12:30

RECEIVED
TALLAHASSEE, FLORIDA

These articles are filed with the Secretary of State of the State of Florida for the purpose of forming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, rights, privileges, immunities, and liabilities of corporations for profit.

ARTICLE I - NAME

The name of the corporation shall be:

Evolution Software, Inc.

ARTICLE II - MANAGEMENT BY SHAREHOLDERS

All corporate power shall be exercised exclusively by or under the authority of the shareholders, and the business and affairs of this corporation shall be managed under the direction of the shareholders. The shareholders shall elect the following officers: a President, a Treasurer, and a Secretary, and as many Vice Presidents, Assistant Secretaries, and Assistant Treasurers as the shareholders, from time to time, deem advisable, and any one or more of said offices may be held by the same person. The annual meeting of the corporation shall be held on such date as is provided in the Bylaws of the corporation, which said Bylaws may be amended at any time in accordance with their provisions.

The incorporator shall manage the business of the corporation until there are issued and outstanding shares of stock standing in the names of the shareholders of record.

ARTICLE III - ACTION BY UNANIMOUS CONSENT

The shareholders, by unanimous consent evidenced by a writing included among the minutes of the corporation, may agree to the doing of any act, and such consent in writing as aforesaid shall have the same force and effect as though a formal meeting had been held pursuant to a call being duly made, and as though the said act had been done and authorized, at a meeting at which a quorum had been present.

ARTICLE IV: INITIAL OFFICERS

Until the incorporator or shareholders elect officers and same have been duly qualified, the business of the corporation shall be conducted by the following officers:

President/Secretary *Gary D. Cole*

Treasurer *Robert R. Eastman*

ARTICLE V.—DURATION.

The existence of this corporation shall be perpetual.

ARTICLE VI - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business, including but not limited to: any and all lawful business for which corporations may be incorporated under the laws of Florida.

ARTICLE VII - CAPITAL STOCK

The minimum number of Shares of stock which this corporation is authorized to have outstanding at any time shall be 1000 shares, each of the par value of One Dollar (\$1.00) all to be issued, fully paid, and exempt from assessment.

The capital stock of the corporation may be paid for in property, labor, or services at a just valuation to be fixed by the incorporator, or by the shareholders at a meeting called for such purpose, or at the organizational meeting. Property, labor, or services may also be purchased or paid for with the capital stock at a just valuation of said property, labor, or services to be fixed by the shareholders of the corporation. Stock in other corporations or going businesses may be purchased by the corporation, consideration for the issuance of capital stock of the corporation, the said purchase shall be on such basis and terms and for such consideration as the shareholders shall determine.

ARTICLE VIII - MINIMUM CAPITAL

The amount of capital with which this corporation may begin business shall be in the sum of not less than One Thousand Dollars (\$1000.00).

ARTICLE IX - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series, as that which he already holds, shall have the right to purchase his prorata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X - PRINCIPAL PLACE OF BUSINESS

The principal place of business of this corporation shall be located at 13205 US Highway 1, Suite 116, Juno Beach, Florida 33408. This corporation shall have full power and authority, nevertheless, to transact corporate business and to establish corporate offices and corporate agencies at such other places within and without the State of Florida, and in foreign countries, as its shareholders may from time to time authorize.

ARTICLE XI - CORPORATE POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act and such other powers as it may possess as a matter of law, all without limitation.

ARTICLE XII - INDEMNIFICATION

This corporation shall indemnify any officer, director, agent, or employee and any former officer, director, agent, or employee, to the full extent permitted by law, including, but not limited to, indemnification for counsel fees.

ARTICLE XIII - INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent and the street address of the initial registered office of this corporation are:

*Gary D. Cole
13205 US Highway 1, Suite 116
Juno Beach, Florida 33408*

ARTICLE XIV - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XV- INCORPORATORS

The names and addresses of the persons signing these articles of incorporation are:

Gary D. Cole

18770 S. Osprey Way

Jupiter, FL 33458

Robert R. Eustace

1185 Dubloon Drive

Stuart, FL 34996

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 19th day of

January , 1995

Robert R. Eustace (SEAL)
Gary D. Cole (SEAL)

REGISTERED AGENT'S ACCEPTANCE

Having been named to accept service of process for the above-stated corporation, at the place designated in Paragraph XIII of the foregoing Articles of Incorporation, I hereby agree to act in this capacity and agree to comply with the provisions of the Florida Statute relative to keeping open said office

Sam D Cole
Registered Agent

FILED
1995 JAN 20 PM 12:30
FLORIDA STATE
TALLAHASSEE, FLORIDA

P95000006252

DEMETRIUS J. KAROS

Attorney at Law
7525 West Inverness Lane
Frankfort, Illinois 60423
708-748-2300

February 6, 1996

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

1000001711671
-02/09/96--01082-002
*****35.00 *****35.00

Re: Evolution Software, Inc.
Doc. No. P95000006252

dis

Dear Sir or Madam:

Enclosed please find the Articles of Dissolution for the above named corporation and a check in the amount of \$35. Should you need anything further, please call me at 708-748-2300 ext. 413.

Sincerely,

Demet J. Karos

Demetrius J. Karos

Enclosures (as per above)

96 FEB -9 PM 2:30
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2/12/96
ADH
ADH
ADH
ADH
ADH

ARTICLES OF DISSOLUTION

96-18-9 PM 2
FILED
SECRET
TALLAHASSEE, FLORIDA
1/12/96

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: EVOLUTION SOFTWARE, INC.

SECOND: The date dissolution was authorized: 1-12-96

THIRD: Adoption of Dissolution (CHECK ONE)

Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

Dissolution was approved by vote of the shareholders through voting groups.

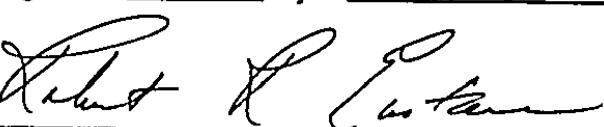
[The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:

"The number of votes cast for dissolution was sufficient for

approval by Robert R. Eustace "]
(voting group)

Signed this 12th day of January 19 96.

Signature


(By the Chairman or Vice Chairman of the Board, President, or other officer)

Robert R. Eustace

(Typed or printed name)

President

(Title)