

P95000006253

DAVID K. SIGERSON

ATTORNEY AT LAW

FOUNTAIN SQUARE

142 EAST GRANADA BOULEVARD

PLEASE DIRECT ALL CORRESPONDENCE TO
POST OFFICE BOX 215

ORMOND BEACH, FLORIDA 32175-0215

January 6, 1995

CORPORATE & BUSINESS LAW
ESTATE PLANNING & ADMINISTRATION
TAXATION
GENERAL PRACTICE

TELEPHONE
(407) 872-7000

IN REPLY REFER TO

Florida Dept. of State
Division of Corporations
Tallahassee, FL 32304

100001375301
-01/10/95--01105--014
****122.50 ****122.50

Re: Ritchie Software, Inc.

Gentlemen:

Enclosed herewith for filing with your office, please find the Certificate of Incorporation of Ritchie Software, Inc., together with a check to your office for the amount of \$122.50 in payment for the filing fee.

Would you kindly advise the undersigned when the Certificate of Incorporation has been filed.

Sincerely,

David K. Sigerson

DKS:jj

Encl.

CORPORATE & BUSINESS LAW
ESTATE PLANNING & ADMINISTRATION
TAXATION
GENERAL PRACTICE

DAVID K. SIGERSON
ATTORNEY AT LAW
FOUNTAIN SQUARE
142 EAST GRANADA BOULEVARD
PLEASE DIRECT ALL CORRESPONDENCE TO
POST OFFICE BOX 211
ORMOND BEACH, FLORIDA 32175-0215

TELEPHONE
(904) 671-7010
IN REPLY REFER TO

January 20, 1995

Ms. Sharon Tala
Document Specialist Supervisor
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

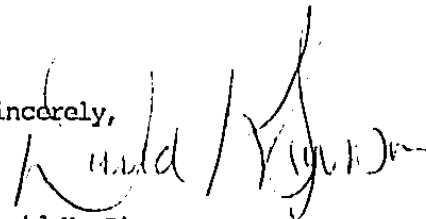
Re: Ritchie Software, Inc.
Ref. No. W 95000000837

Dear Ms. Tala:

I wish to acknowledge receipt of your letter of January 12 with regard to the above referenced client. Enclosed herewith please find the original Certificate of Incorporation of Ritchie Software, Inc. with the written acceptance of the registered agent attached thereto. In addition, please find copy of your letter to me of January 12, 1995.

If you have any questions, please call me.

Sincerely,



David K. Sigerson

DKS:jj

Encl.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 12, 1995

DAVID K. SIGERSON, ESQ.
P.O. BOX 215
ORMOND BEACH, FL 32175-0215

SUBJECT: RITCHIE SOFTWARE, INC.
Ref. Number: W95000000837

We have received your document for RITCHIE SOFTWARE, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return 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 (904) 487-6924.

Sharon Tala
Document Specialist Supervisor

Letter Number: 895A00001428

**Certificate of Incorporation
of
Ritchie Software, Inc.**

I, the undersigned, hereby make, subscribe, acknowledge and file this Certificate for the purpose of becoming a corporation under the laws of the State of Florida.

Article I

The name of this corporation shall be:

RITCHIE SOFTWARE, INC.

Article II

The general nature of the business to be transacted by this corporation shall be:

- (a) To develop, manufacture and sell, at wholesale or retail, computer software and related products.
- (b) To buy and sell, discount and rediscount, notes, drafts, bills of exchange, stocks, bonds, securities and choses in action of all kinds, both as principal and as agent; also to buy and sell liens on real and personal property and to loan money and accept as surety therefor liens or pledges of real and personal property.
- (c) To enter into, make, perform and carry out, contracts of every kind, for any lawful purpose, without limit as to amount, with any corporation, partnership, syndicate, association, individual or with any government, federal, state, municipal or foreign, or with any agencies or political subdivisions thereof.
- (d) To acquire by purchase, lease or otherwise, any property, and/or estate, right or interest in any property, whether real, personal, or mixed; to own, hold, improve, develop, survey, plan, subdivide, manage, lease, subject to condominium status, mortgage, sell, exchange or otherwise deal with or dispose of any part of such property upon such terms and conditions as the Board of Directors may determine; to cause or permit the legal title and/or any estate, right or interest in any property, whether real, personal or mixed, which is owned, acquired, controlled or

operated by the Corporation, to remain or to be vested or registered in the name of, or operated by, any person, firm, association or corporation, domestic or foreign, organized, or to be organized, either in trust for or as agent or nominee of, this Corporation, upon such terms and conditions as the Board of Directors may determine.

(e) To erect, or cause to be erected on any real property owned, leased, or occupied by the Corporation, building or other structures of whatsoever kind and nature, with their appurtenances, and to manage, operate, lease, rebuild, enlarge, alter, improve or demolish any buildings or other structures, of whatsoever kind and nature, with their appurtenances, now or hereafter erected on any real property owned, leased or occupied by the Corporation, subject to condominium status, mortgage or otherwise encumber, sell or otherwise dispose of any such buildings or other structures, or their appurtenances.

(f) To subscribe for, purchase or otherwise encumber, guarantee, discount and rediscount, deal in, loan or borrow money upon, notes drafts, bills of exchange, stocks (preferred or common), bonds, debentures and all other kinds and forms of securities or evidences of indebtedness, issued or created by any private or public corporation or by any federal, state or municipal government or its agencies or political subdivisions; to purchase or otherwise acquire and to sell, assign or otherwise dispose of liens or pledges on real and personal property and choses in action; to issue in exchange for any of the property hereinabove described, in the manner permitted by law, shares of the capital stock, bonds or other obligations of the Corporation, and while owner of any of the property hereinabove described, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon or with respect thereto.

(g) To borrow money and contract debts for the purposes of the Corporation, with or without security, and to mortgage, pledge, encumber in any manner and/or place in the hands of trustees as security for the payment of money borrowed or the fulfillment of any obligation of the Corporation, any assets which the Corporation may acquire; to draw, make, accept, endorse, execute and issue promissory notes, bills of exchange, debentures, bonds, warrants and other instruments of indebtedness or exchange, negotiable or non-negotiable, whether payable upon

demand, at a specific time, or upon the happening of a specific event or otherwise, and whether secured by mortgage, pledge or otherwise, or unsecured.

(h) To lend money on time or upon call and with or without collateral security, and to give credit to corporations, partnerships, syndicates, associations, or individuals, and to any governments, federal, state or municipal, or any agencies or political subdivisions thereof, and to realize upon any property taken by the Corporation as collateral security for any loans.

(i) To form, promote, assist financially or otherwise, or to carry on, manage or participate with others in the organization, merger, consolidation, financing, liquidation or reorganization of any corporation, partnership, syndicate or individual business enterprise, to the extent and in the manner permitted by law.

(j) To issue, purchase, redeem, or otherwise acquire, hold, sell, exchange, transfer or otherwise dispose of, shares of its own capital stock, provided that it shall not use its funds when such use would cause any impairment of capital, and provided further that capital stock held by the Corporation shall not be voted upon, directly or indirectly, nor shall it be counted as outstanding for the purpose of any stockholders' quorum or vote.

(k) To have one or more offices to carry on all or any part of its operations and business, without restriction or limit as to number, in any of all of the states, districts, territories, colonies or insular possession of the United States of America and in any or all foreign countries.

(l) To do all and everything necessary, suitable, convenient, or proper for the accomplishment of any and all of the Corporation's purposes hereinabove set forth and enumerated in this Certificate of Incorporation, or any amendment thereof, or incidental to the powers hereinabove set forth. No recitation, expression or declaration of specific or special powers or purposes hereinabove enumerated shall be deemed exclusive, but the Corporation shall have all lawful rights, powers and privileges not inconsistent herewith, or a corporation for profit under the laws of the State of Florida.

Article III

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is Five Hundred (500) shares of common stock at \$1.00 par value. Stock may be issued for money, property or services, and the determination of the Directors of the Corporation as to the value of any of the same shall be conclusive.

Article IV

The amount of capital with which this Corporation shall begin business is Five Hundred (\$500.00) Dollars.

Article V

The existence of this Corporation shall be perpetual.

Article VI

The initial post office address of the principal office of this corporation in the State of Florida is 20 Marjorie Trail, Ormond Beach, Florida, 32174. The Board of Directors may, from time to time, move the principal office to any other address in Florida. The initial resident agent of the Corporation shall be Calvin D. Ritchie, whose address is 20 Marjorie Trail, Ormond Beach, Florida, 32174. The Board of Directors may, from time to time, change the resident agent by designation filed in the office of the Secretary of State.

Article VII

The Corporation shall have no less than one director.

Article VIII

The name and post office address of the member of the first Board of Director and his office is:

Calvin D. Ritchie
President and Secretary

20 Marjorie Trail
Ormond Beach, FL, 32174

Article IX

The name and post office address of the subscriber to this Certificate of Incorporation, the number of shares of stock he agrees to take and the value of the consideration therefor is:

<u>Name</u>	<u>Address</u>	<u>Shares</u>	<u>Consideration</u>
Calvin D. Ritchie	20 Marjorie Trail Ormond Beach, FL, 32174	500	\$500.00

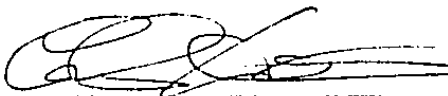
Article X

The officers of this Corporation shall be a President, a Secretary and a Treasurer and such other officers and agents as may be deemed necessary. All officers and agents that may be deemed necessary shall be chosen in the manner, hold their offices for such term and have such powers and duties as may be prescribed by the By-Laws or determined by the Board of Directors. Any person may hold two or more offices.

Article XI

These Articles of Incorporation may be amended in the manner prescribed by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all of the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to this Certificate of Incorporation be made.

IN WITNESS WHEREOF, I, the undersigned subscriber and incorporator have hereunto set my hand and seal this 6th day of January, A.D. 1995 for the purpose of forming this Corporation under the laws of the State of Florida, and I do hereby make and file, in the office of the Secretary of State of Florida this Certificate of Incorporation and certify that the facts herein stated are true.

 (SEAL)

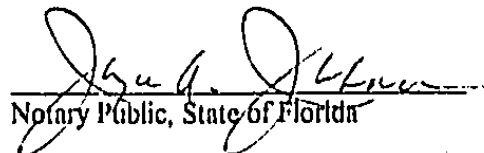
STATE OF FLORIDA)
) ss.:
COUNTY OF VOLUSIA)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared

CALVIN D. RITCHIE

to me personally known to be the person who did execute the foregoing instrument and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State aforesaid this 6th day of January, 1995.


Notary Public, State of Florida

My Commission expires: _____



JOYCE A. JOHNSON
MY COMMISSION # CC258303 EXPIRES
February 18, 1997
BONDED TRULY TRUST INSURANCE, INC.

ACCEPTANCE OF RESIDENT AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.


Resident Agent

FILED
95 JAN 26 10:11:36
TALLAHASSEE, FLORIDA
STATE
CLERK