

## LABRECQUE & COMPANY

813-786-0228, fax 813-789-2021

261 Allornato 19, Suite B, Palm Harbor, FL 34683

P95000006339

January 1, 1995

Division of Corporations - New Filings Section  
Florida Dept. of State  
P.O. Box 6327  
Tallahassee, FL 32314-6327

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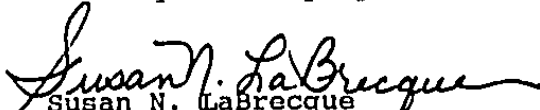
Gentlemen:

Enclosed are the Articles of Incorporation for Software Upgrades, Inc. as well as a copy of your recent correspondence to our office.

Please send a notice of the date of filing as well as the document number assigned to this business to the address shown above.

If you have any questions, please contact our office.

Very Truly Yours,  
LaBrecque & Company

  
Susan N. LaBrecque  
Client Services Manager

Enclosures

cc: Software Upgrades, Inc.

snl/

FILED  
95 JAN 20 PM 9 34  
DIVISION OF STATE  
TALLAHASSEE, FLORIDA

H. SIMS JAN 24 1995

ARTICLES OF INCORPORATION  
OF  
SOFTWARE UPGRADES, INC.

The undersigned subscriber to these Articles of Incorporation hereby forms a corporation under the Florida General Corporation Act.

ARTICLE I

NAME

The name of the corporation is:

SOFTWARE UPGRADES, INC.

ARTICLE II

GENERAL PURPOSE AND DURATION

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act. The period of duration of this corporation is perpetual.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock having a par value of \$1.00 per share.

ARTICLE IV

ADDRESS

The initial street address of the principal office of this corporation in the state of Florida is:

2994 Bonaventure Circle  
Palm Harbor, Florida  
34684

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLES V

### DIRECTORS

The business of this corporation shall be managed by a Board of Directors. There shall be one (1) Directors initially. The number of Directors may be increased, after such increase, decreased from time to time by bylaws adopted by the shareholders. In no event shall the number of shareholders be less than one (1). The name and street address of the members of the first Board of Directors is:

Christopher M. McKenna  
2994 Bonaventure Circle  
Palm Harbor, Florida  
34684

## ARTICLE VI

### NON-RESIDENT DIRECTORS

Directors need not be residents of this state or shareholders unless the Articles of Incorporation or Bylaws so require.

## ARTICLE VII

### INCORPORATORS

The name and address of each person signing the Articles of Incorporation as an incorporator is:

Christopher M. McKenna  
2994 Bonaventure Circle  
Palm Harbor, Florida  
34684

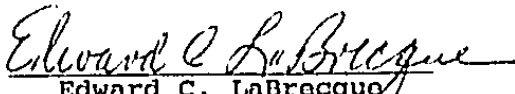
ARTICLE VIII

REGISTERED AGENT

The undersigned, an individual resident of the State of Florida whose business is:

Edward C. LaBrecque  
261 Alternato 19, Suite B  
Palm Harbor, Florida  
34683

does hereby state that he accepts appointment as Registered Agent for this corporation.

  
Edward C. LaBrecque

ARTICLE IX

BYLAWS


The power to adopt, alter, amend or repeal Bylaws shall be vested in and is hereby reserved to the shareholders. Bylaws shall be adopted, altered, amended or repealed as provided therein.

ARTICLE X

AMENDMENT OF ARTICLES

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

IN WITNESS WHEREOF, the undersigned executed these Articles of Incorporation this 18th day of January, 1995.

  
Christopher M. McKenna

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 18th day of January, 1995, by Christopher M. McKenna who is personally known to me or who produced \_\_\_\_\_ as identification and who did not take an oath.

*Edward C. LaBrecque*  
Notary Public  
My Commission CC309277  
Expires Aug. 17, 1997  
Bonded by HAI  
800-422-1655

Commission Number \_\_\_\_\_

(Seal)

FILED  
95 JAN 20 PM 9 34  
CLERK OF STATE  
TALLAHASSEE, FLORIDA