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P9500006609

January 20, 1995

VIA FEDERAL EXPRESS

Secretary of State
Corporations Division
409 East Gaines Street
Tallahassee, Florida 32399

Re: Practical Software Creations, Inc. (the "Corporation"); Incorporation

Gentlemen:

Enclosed are two original counterparts of Articles of Incorporation for the above-described Corporation. Also enclosed is our firm's check for \$122.50, representing payment of the filing fee for the Articles of Incorporation, the designation of registered agent, and a certified copy of the Articles of Incorporation as filed.

If you have any questions concerning this matter, please do not hesitate to call.

Sincerely,

V. M. Gulbis
Vitaute M. Gulbis

cc: David L. Robbins, Esq.
Fazal A. Fazlin

RECEIVED
JAN 23 1995
FBI 8:08

1/25/95

ARTICLES OF INCORPORATION
OF
PRACTICAL SOFTWARE CREATIONS, INC.

THE UNDERSIGNED, acting as sole incorporator of PRACTICAL SOFTWARE CREATIONS, INC. (hereinafter, the "Corporation") under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, as hereafter amended and modified (the "FBCA") hereby adopts the following Articles of Incorporation for the Corporation:

ARTICLE I

Name

The name of the Corporation is:

PRACTICAL SOFTWARE CREATIONS, INC.

ARTICLE II

Business and Activities

The Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

Shares

The total number of shares which the Corporation shall have the authority to issue shall be TEN THOUSAND (10,000) shares, consisting of a single class of common stock having a par value of \$0.10 per share.

ARTICLE IV

Preemptive Rights

No shareholder of the Corporation shall have any preferential or preemptive right to subscribe for or purchase from the Corporation any new or additional shares of capital stock or securities convertible into shares of capital stock, of the Corporation, whether now or hereafter authorized.

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55 JUN 23 AM 8:08
TALLAHASSEE, FLORIDA

ARTICLE V
Principal Office

The address of the Principal Office of the Corporation is 12000 28th Street North, St. Petersburg, Florida 33742. The location of the Principal Office shall be subject to change as may be provided in bylaws duly adopted by the Corporation.

ARTICLE VI
Mailing Address

The mailing address of the Corporation is 12000 28th Street North, St. Petersburg, Florida 33742.

ARTICLE VII
Initial Registered Office and Agent

The address of the Initial Registered Office of the Corporation is The Greenleaf Building, 200 Laura Street, Jacksonville, Florida 32202-5310, and the Initial Registered Agent at such address is F & L Corp.

ARTICLE VIII
Initial Board of Directors

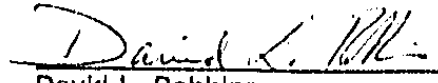
The number of Directors constituting the Initial Board of Directors of the Corporation is One (1). The number of Directors may be increased or decreased from time to time, but in no event shall the number of Directors be less than one (1). The names and addresses of the person who is to serve as the initial Director and until a successor Director or successor Directors are elected and shall qualify is as follows:

Fazal A. Fazlin
12000 28th Street North
St. Petersburg, Florida 33642

ARTICLE IX
Incorporator

The name and address of the sole incorporator of the Corporation is: David L. Robbins, Foley & Lardner, 100 North Tampa Street, Suite 2700, Tampa, Florida 33602.

IN WITNESS WHEREOF, these Articles have been signed by the undersigned Incorporator this 17th day of January, 1995.


David L. Robbins,
Incorporator

**ACCEPTANCE OF APPOINTMENT BY INITIAL
REGISTERED AGENT**

THE UNDERSIGNED, a corporation resident of the State of Florida, having been named in Article VII of the foregoing Articles of Incorporation as Initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to it as Registered Agent of the corporation.

DATED, this 20th day of January, 1995.

F & L CORP.

By: 
David M. Rieth

FILED
55 JAN 23 AM 8:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FOLEY & LARDNER

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JACKSONVILLE
ORLANDO
TALLAHASSEE
WEST PALM BEACH
MILWAUKEE
MADISON
CHICAGO
WASHINGTON, D.C.

ATTORNEYS AT LAW
IN NORTH TAMPA
SUITE 2700
P.O. BOX 3391
TAMPA, FL 33601-3391
TELEPHONE (813) 229-2300
FAX LINE (813) 442-3296
FACSIMILE (813) 221-4210

WRITER'S DIRECT LINE

A MEMBER OF GLOBALER
WITH MEMBER OFFICES IN

BERLIN
BRUSSELS
DRESDEN
FRANKFURT
LONDON
PARIS
SINGAPORE
STUTTGART
TAIPEI

January 2, 1996

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

Re: Change of Registered Agent of
Practical Software Creations, Inc.

Gentlemen:

Enclosed for filing with the Secretary of State is a Statement of Change of Registered Agent filed on behalf of Practical Software Creations, Inc. Also enclosed is a check in the amount of \$35.00 to cover the filing fee for this change.

If you have any questions or concerns, please feel free to give me a call.

Sincerely,

Kathleen Monday

Kathleen A. Monday
Paralegal

Enclosures

cc: Fazal A. Fazlin
David L. Robbins

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Florida Department of State, Jim Smith, Secretary of State

**STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT, OR BOTH**

Pursuant to the provisions of Sections 607.034 and 607.037, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: Practical Software Creations, Inc.

1a. Date of incorporation January 23, 1995 Document number P95000006609

2. The name and address of the present registered agent and office:

F & L Corp., The Greenleaf Building, 200 Laura Street,

Jacksonville, Florida 32202-5310

3. The name and address of the successor registered agent and office:
(P. O. BOX NOT ACCEPTABLE)

Fazal A. Fazlin

12000 28th Street North, St. Petersburg, Florida 33642

The address of its registered agent and the address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors.

SIGNATURE

(President or Vice President)
Fazal A. Fazlin

DATE

12/14/95

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE

(Registered Agent)
Fazal A. Fazlin

DATE

12/14/95

FILING FEE: ~~\$20.00~~ \$35.00