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JIM E. SOLOMON & ASSOCIATES, P.A.

SUITE 207-208 • CYPRESS BEND PLAZA  
1120 SOUTH POWERLINE ROAD  
POMPANO BEACH, FLORIDA 33069

AREA CODE 305  
TELEPHONE 971-0111 • 971-0083  
TELECOPIER 971-1871

March 23, 1995

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

100001440541  
-03/27/95--01079--005  
\*\*\*\*122.50 \*\*\*\*122.50

**Re: Filing of Articles of Incorporation --  
THE TERASOFT CORPORATION**

Gentlemen:

Enclosed herewith for filing are the original and one (1) copy of Articles of Incorporation for **THE TERASOFT CORPORATION**, together with this Firm's check in the amount of \$122.50, representing \$70.00 filing fees, i.e., filing and designation of Registered Agent and \$52.50 for a certified, stamped copy of said Articles. Also enclosed is a stamped, self-addressed envelope for your convenience in returning the filed Articles.

If you have any questions concerning the above filing, please do not hesitate to contact the undersigned.

Very truly yours,

JIM E. SOLOMON & ASSOCIATES, P.A.

By: Beverly J. Hosek  
Beverly J. Hosek,  
Certified Legal Assistant

bjh  
Enclosures

DMC  
3/27/95

FILED  
95 MAR 27 PM 2:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
THE TERASOFT CORPORATION**

The undersigned Incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

**ARTICLE I. NAME**

The name of the Corporation shall be:

**THE TERASOFT CORPORATION**

The address of the principal office of this Corporation shall be: 950 Laver's Circle, F-310, Delray Beach, Florida 33444, and the mailing address of the Corporation shall be the same.

**ARTICLE II. NATURE OF BUSINESS**

This Corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

**ARTICLE III. CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 1,000 shares of common stock.

**ARTICLE IV. ADDRESS**

The street address of the initial registered office of the Corporation shall be 1180 South Powerline Road, Suite Nos. 207/209, Pompano Beach, Florida, 33069, and the name of the initial registered agent of the Corporation at that address is JIM E. SOLOMON.

**ARTICLE V. TERM OF EXISTENCE**

This Corporation is to exist perpetually.

FILED  
SEP 27 PM 2:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA


**ARTICLE VI. OFFICERS AND DIRECTORS**

This Corporation shall have one officer and one director, initially. The name and street address of the initial Officer and Director who shall hold office for the first year of the Corporation, or until his successor is elected or appointed is:

**STEVEN M. GREENBERG**  
President

950 Laver's Circle, F-310  
Delray Beach, Florida 33444

The undersigned has executed these Articles of Incorporation  
this 17th day of March, 1995

  
\_\_\_\_\_  
**STEVEN M. GREENBERG,**  
Incorporator

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

**FILED**

95 MAR 27 PM 2:30

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

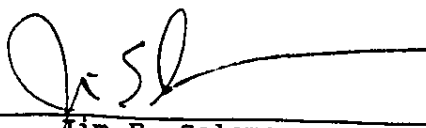
Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned Corporation, organized under the Laws of the State of Florida, submits the following statement in designating the Registered Office/Registered Agent, in the State of Florida.

1. The name of the Corporation is: **THE TERASOFT CORPORATION**
  
2. The name and address of the registered agent and office is:  
**JIM E. SOLOMON, ESQ.**  
Jim E. Solomon & Associates, P. A.  
1180 South Powerline Road  
Suite Nos. 207/209  
Pompano Beach, Florida 33069

By:   
Steven M. Greenberg, Incorporator

Date: March 17, 1995

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature:   
Jim E. Solomon

Date: March 17, 1995