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C. CALVIN HORVATH
Attorney at Law

KATHY MEDER
Paralegal

116 East Concord Street
Orlando, Florida 32801
(407) 843-3336
Fax (407) 843-2050

March 28, 1995

Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32314

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-04/03/95--01051--004
***122.50 ***122.50

In re: INDEL'SYS, INC.

Gentlemen:

Enclosed are originals and one copy of Articles of Incorporation and Certificate of Registered Agent, together with our check for \$122.50. Please send the certified copy of articles to this office.

Sincerely,

[Signature]
C. Calvin Horvath, Esq.

CCH/km
Enclosures

AK 46

FILED
95 APR -3 PM 7:50
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

FLORIDA
ARTICLES OF INCORPORATION
OF
INDEL'SYS, INC.

95 APR -3 7:50
FILED
TALLAHASSEE

THE UNDERSIGNED, for the purpose of forming a corporation under the Florida General Corporations Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME OF CORPORATION

The name and physical address of the Corporation shall be: INDEL'SYS, INC. The principal place of business of the Corporation is at 5466 Baytowne Place, Oviedo, Florida 32765.

ARTICLE II

TERM

The term of existence of the Corporation shall be perpetual.

ARTICLE III

GENERAL NATURE OF BUSINESS

The Corporation is in the business of developing and marketing computer software and providing consulting services to multifarious corporations and all such other lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is 100,000, all of which shall be common shares with par value of (\$.01) one cent per share. The amount of capital with which the Corporation shall commence business is ONE THOUSAND DOLLARS (\$1,000.00).

ARTICLE V

PREEMPTIVE RIGHT

Each shareholder of stock of this Corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the Corporation.

ARTICLE VI

CORPORATION FISCAL YEAR

The Corporation's fiscal year shall commence on July 1 of each year and end on June 30 of each year.

ARTICLE VII

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 5466 Baytowne Place, Oviedo, Florida 32765. The name of the initial registered agent at that address is JOHN F. MANONI.

ARTICLE VIII

DUTIES OF DIRECTORS

The Board of Directors shall constitute the governing body of this Corporation with power and authority to adopt or amend by-laws not inconsistent with any by-laws which may have been adopted by the stockholders and to transact any and all of the business of said Corporation, or to delegate such authority as they may deem expedient to any person or persons whom they may select; provided, that the general manner and method of purchasing, holding, handling and disposing of the property of the Corporation shall be first authorized by a majority of the stockholders. All details of plans or systems for the conduct of the business of the Corporation shall be set forth in the by-laws, and all business transacted or actions taken by the Board of Directors shall be in accordance with the laws of the State of Florida.

ARTICLE IX

ELECTION OF DIRECTORS

The first Board of Directors of the Corporation shall consist of one (1) member. The stockholders can, by a majority vote, change the number of directors.

The name and address of the first Board of Directors is:
JOHN F. MANONI, 5466 Baytowne Place, Oviedo, Florida 32765.

ARTICLE X

INCORPORATOR

The name and address of the incorporator is:
JOHN F. MANONI, 5466 Baytowne Placo, Oviedo, Florida 32765.

ARTICLE XI

COMMENCEMENT OF EXISTENCE

The Corporation shall be deemed to commence its
existence immediately upon filing with the Secretary of State.

John F. Manoni

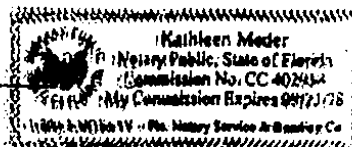
STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before
me this 27 day of March, 1995, by John F. Manoni
who is personally known to me or who has produced a Florida
Driver's License as identification and who did take an oath.

[SEAL]

Kathleen Mader
Notary Public



FILED
MAR 23 1995
CLERK OF COURT
JUDICIAL CIRCUIT IN AND FOR
THE SEVENTH JUDICIAL CIRCUIT
IN FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THE STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED

INDEL'SYS, INC.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

First -- That, INDEL'SYS, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at the City of Oviedo, County of Seminole, State of Florida, has named JOHN F. MANONI of 5466 Baytowne Place, Oviedo, Florida 32765 its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated Corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

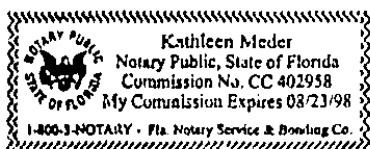


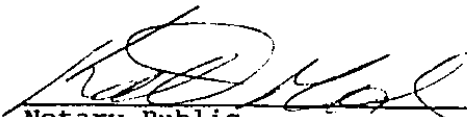
JOHN MANONI
Registered Agent

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 27 day of March, 1995, by JOHN F. MANONI, as Registered Agent of INDEL'SYS, INC., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced a Florida Driver's License as identification and who did take an oath.

[SEAL]





Notary Public