

P95000027334

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870
Mailing Address: Post Office Box 10149, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

NAME _____
FIRM _____
ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED
95 APR -6 PM 11:10
TALLAHASSEE, FL 32301
U.S. DEPT. OF COMMERCE
NATIONAL ARCHIVES

4/6/95

REQUEST TAKEN CONFIRMED APPROVED
DATE _____
TIME _____ CK No. _____
BY AAK

WALK-IN Will Pick Up 76 1200

RE: Software Engineering
and Development, Inc

	G.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
<input checked="" type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> (7) Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S-		
Fictitious Name File		
Name Reservation		
Annual Report/Statement		
Reg. Agent Service		
Document Filing		
Corporate Kit	900001449379	
Vehicle Search	-04/06/95--01014--012	
Driving Record	*****70.00 *****70.00	
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX () pgs.		
SUBTOTALS		

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$
	\$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

**ARTICLES OF INCORPORATION
OF
SOFTWARE ENGINEERING AND DEVELOPMENT, INC.**

FILED
95 APR -6 AM 11:40
CLERK OF CIRCUIT COURT
JACKSONVILLE, FLORIDA

I, the undersigned, being of legal age and natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be SOFTWARE ENGINEERING AND DEVELOPMENT, INC..

ARTICLE II

This corporation may engage in and transact any activity or business for which a corporation may be incorporated under Chapter 607 of the Florida Statutes.

ARTICLE III

The total authorized stock of this corporation shall consist of 2000 shares of common stock, par value \$1.00 per share.

The consideration for all the said stock shall be payable in cash, property, real or personal, or labor or services actually performed in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

Shareholders shall have no preemptive rights

Cumulative voting shall not be permitted.

ARTICLE IV

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation by the Department of State of the State of Florida and shall exist perpetually thereafter unless sooner dissolved according to the law.

ARTICLE V

The initial registered office of this corporation shall be located at 4060 NW 83rd Lane, Coral Springs, Florida 33065. The initial registered agent at that address shall be Stephen B. Brown. The initial mailing address of the corporation shall be located at 4060 NW 83rd Lane, Coral Springs, Florida 33065. This corporation reserves the privilege of having its offices and branch offices at other places within or without the State of Florida.

ARTICLE VI

This corporation shall have at least one director, with the exact number to be specified by the shareholders from time to time unless the shareholders, by a majority vote thereafter, shall determine that this corporation shall be managed by the shareholders.

ARTICLE VII

The name and address of the initial directors of this corporation, who shall hold office for the first year or until their respective successors are duly elected and have qualified, shall be:

Stephen B. Brown

4060 NW 83rd Lane
Coral Springs, Florida 33065

ARTICLE VIII

The name and address of the incorporator is Bryan S. Adeline, Esq., 2898 University Drive, Coral Springs, Florida 33065.

ARTICLE IX

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, which like force and effect as if he were not such a director or officer of such other corporation, or not interested.

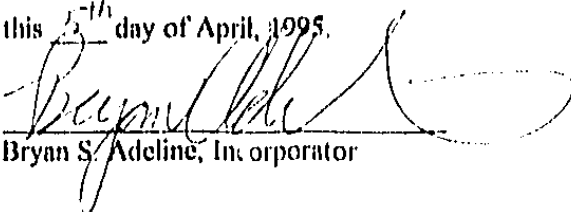
ARTICLE X

The private property of the shareholders shall not be subject to payment of the corporate debts of this corporation to any extent.

ARTICLE XI

This corporation shall indemnify and insure its officers, directors, employees and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a corporation to do both business within and without the State of Florida, under the laws of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 3rd day of April, 1995.


Bryan S. Adeline, Incorporator

STATE OF FLORIDA

COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally appeared Bryan S. Adeline, to me known to be the person described in and who executed the foregoing Articles of Incorporation, who, after being duly sworn under oath, acknowledged before me that he executed the same for the purpose therein expressed.

WITNESS my hand and official seal in the County and State aforesaid this 5th day of April, 1995.


NOTARY PUBLIC
State of Florida at Large

My Commission Expires: 7/5/96



"OFFICIAL SEAL"
Susan I. Coyne
My Commission Expires 7/5/96
Commission #CC 212233

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

In compliance with the laws of Florida, it is submitted that SOFTWARE ENGINEERING AND DEVELOPMENT, INC., has named Stephen B. Brown, having a business office located 4069 NW 83rd Lane, Coral Springs, Florida 33065, as its statutory Registered Agent.

Having been named the statutory Registered Agent of the above corporation at the place designated in this certificate, the undersigned hereby accepts the same, agrees to act in this capacity, agrees to comply with the provisions of Florida law relative to keeping the registered office open, and acknowledges that the undersigned is familiar with and accepts, the obligations provided for in Section 607.325, Florida Statutes.



Stephen B. Brown
Registered Agent

Dated: This 5th day of April, 1995.