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TRANSMITTAL LETTER

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

200001521112  
-06/22/95--01087--014  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: SOFTWAREHOUSE INTERNATIONAL, INC.  
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and for :

☐ \$70.00  
Filing Fee

☒ \$78.75  
Filing Fee  
& Certificate

☐ \$122.50  
Filing Fee  
& Certified Copy

☐ \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

Additional Copy Required

FILED  
1995 JUN 22 PM 1:30  
SECRETARY OF STATE  
TALLAHASSEE, FL 32310

FROM:

GARY E. MEUBERT

Name (printed or typed)

8308 LA SERENA DR

Address

TAMPA, FL 33614

City, State & Zip

813 935 6301

Daytime Telephone number

FORM 100 1-1-95

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

OF

Softwarehouse International, Inc.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

Name

The name of the Corporation is Softwarehouse International, Inc..

ARTICLE II

Corporate Existence

The Corporation is to have perpetual existence. The date when the corporate existence shall begin shall be upon filing of these Articles of Incorporation.

ARTICLE III

Nature of Business

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Florida.

ARTICLE IV

Capital Stock

The Corporation is authorized to have outstanding one class of stock designated as Common Stock. The maximum number of shares of capital stock that the Corporation shall have authority to issue is One-Thousand (1,000) shares, all of which are to be common stock with a par value of One Dollar (\$1.00). Holders of Common Stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of Common Stock shall have pre-emptive rights to subscribe to the Corporation's securities.

ARTICLE V

Address of the Principal Office, Mailing Address of the Corporation, Initial Registered Office and Registered Agent

Its principal office, mailing address of the Corporation and registered office in the State of Florida is 8308 La Serena Drive, in the City of Tampa (33614), County of Hillsborough. The name of its registered agent at such address is Gary E. Neubert.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

#### ARTICLE VI

##### Incorporator

The name and mailing address of the incorporator is: Gary E. Neubert, 8308 La Serena Drive, Tampa, Florida 33614.

#### ARTICLE VII

##### Liability of Stockholders

The Corporation shall indemnify, to the full extent permitted by law, any officer, director, employee or agent of the Corporation, or any former officer, director, employee or agent of the Corporation, or any person who at the request of the Corporation is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. The private property of the stockholders shall not be subject to the payment of corporate debts.

#### ARTICLE VIII

##### Initial Board of Directors

The Corporation shall have one director initially. The number of directors may be increased or decreased from time to time by amendment to, or in the manner provided in, the by-laws of the Corporation.

The name and street address of the initial director is as follows:

Gary E. Neuben  
8308 La Serena Drive  
Tampa, Florida 33614

#### ARTICLE IX

##### By-Laws

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors.

#### ARTICLE X

##### Amendment

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 19 day of June, 1995

Gary E. Neubert  
Gary E. Neubert

State of Florida )  
County of Hillsborough ) ss

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Gary E. Neubert, known to me and known by me to be the same person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 19 day of June, 1995.

Marca Neal Hall  
Notary Public

My commission expires:

MARCA NEAL HALL  
NOTARY PUBLIC STATE OF FLORIDA  
MY COMMISSION EXPIRES OCT 4, 1997  
COMMISSION NO CC 304511

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

PURSUANT TO THE PROVISIONS OF SECTION 607.0561, 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: SOFTWAREHOUSE INTERNATIONAL, INC.

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

GARY E. NEUBERT  
(NAME)  
8308 LA SERENA DRIVE  
(P.O. Box or Mail Drop Box NOT ACCEPTABLE)  
TAMPA FL 33614  
(CITY/STATE/ZIP)

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*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.*

Gary E. Neubert  
(SIGNATURE)

June 19, 1995  
(DATE)