

95000054860

Secretary of State
P.O. Box 6327
Division of Corporations
The Capital
Tallahassee, FL 32314

000001473940
-05/03/95--01146--002
****112.50 ****112.50

RE: Incorporation Documents

Dear Sir:

Enclosed for filing is an executed copy of the Articles of Incorporation and an executed copy of the registered agent's written acceptance of his appointment as registered agent for Starlight Computer Systems. Please forward to me a copy of the documents showing the appropriate "Filed" and the time, day, month and year.

FILED
95 JUL 17 AM 11:39

My check, # 177, in the amount of \$122.50 representing the fee for said filings is enclosed.

Very truly yours,


James K. Durr

J. K. Durr
2562 N. Canterbury Dr
W. P. B. Fl 33407

~~W95-9807~~
00619

9877

(407)



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 11, 1995

J. K. DURR
2562 N. CANTERBURY DRIVE
WEST PALM BEACH, FL 33407

SUBJECT: STARLIGHT COMPUTER SYSTEMS, INC.
Ref. Number: W95000009877

We have received your document for STARLIGHT COMPUTER SYSTEMS, INC. and check(s) totaling \$112.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is a balance due of \$10.00. Refer to the attached fee schedule for a breakdown of the fees. Please return a copy of this letter to ensure your money is properly credited.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 295A00023667

**ARTICLES OF INCORPORATION
OF
STARLIGHT COMPUTER SYSTEMS, INC.**

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95 JUL 17 AM 11:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: WE, THE UNDERSIGNED, James K. Durr, Sean R. Fitzpatrick and David S. Hill, whose address is 2562 N. Canterbury Drive, West Palm Beach, Florida 22307, each being at least eighteen (18) years of age, do, under and by virtue of the laws of the State of Florida authorizing the formation of corporations, associate ourselves as incorporators with the intention of forming a corporation. This corporation shall be a Small Business Corporation as defined in Section 1241(c)(2) of the Internal Revenue Code.

SECOND: The name of the corporation is STARLIGHT COMPUTER SYSTEMS, INC..

THIRD: The purposes for which the corporation is formed are:

To develop, market and sell computer software products.

To engage in and carry on any other business which may conveniently be conducted in conjunction with any of the business of the corporation.

To acquire all or any part of the good will, rights, property and business of any person, firm, association or corporation heretofore or hereafter engaged in any business similar to any business which the corporation has the power to conduct, and to hold, utilize, enjoy and in any manner dispose of the whole or any part of the rights, property and business so acquired, and to assume in connection therewith any liabilities of any such person, firm, association or corporation.

To apply for, obtain, purchase or otherwise acquire, any patents, copyrights, licenses, trademarks, trade names, rights, processes, formulas, and the like, which may seem capable of being used for any of the purposes of the corporation; and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account, the same.

To acquire by purchase, subscription or in any other manner, take, receive, hold, use, employ, sell assign, transfer, exchange, pledge, mortgage, lease, dispose of and otherwise deal in and with, any shares of stock, shares, bonds, debentures, notes, mortgages or other obligations, and any certificates, receipts, warrants or other instruments evidencing rights or options to receive, purchase or subscribe for the same or representing any other rights or interests therein or in any property or assets, issued or created by any persons, firms, associations, corporations, syndicates, or by any governments or subdivisions thereof; and to possess and exercise in respect thereof any and all the rights, powers and privileges of individual holders.

To aid in any manner any person, firm, association, corporation or syndicate, of which any shares, bonds, debentures, notes, mortgages or other obligations, or any certificates, receipts, warrants or other instruments evidencing rights or options to receive, purchase or subscribe for the same, or representing any other rights or interests therein, are held by or for this corporation, or in the welfare of which this corporation shall have any interest and to do any acts or things designed to protect, preserve, improve and enhance the value of any such property or interest, or any other property of this corporation.

To guarantee the payment of dividends upon any shares of stock or shares in, or the performance of any contract by, any other corporation or association in which this corporation has an interest, and to endorse or otherwise guarantee the payment of the principal and interest, or either, of any bonds, debentures, notes or other evidences of indebtedness created or issued by any such other corporation or association.

To carry out all of any part of the foregoing objects as principal, factor, agent, contractor, or otherwise, either alone or through or in conjunction with any person, firm, association or corporation, and, in carrying on its business and for the purpose of attaining or furthering any of its objects and purposes, to make and perform any contracts and to do any acts and things, and to exercise any powers

suitable, convenient or proper for the accomplishment of any of the objects and purposes herein enumerated or incidental to the powers herein specified, or which at any time may appear conducive to or expedient for the accomplishment of any of such objects and purposes.

To carry out all or any part of the aforesaid objects and purposes, and to conduct its business in all or any of its branches, in any or all states, territories, districts and possessions of the United States of America and in foreign countries; and to maintain offices and agencies in any or all states, territories, districts and possessions of the United States of America and in foreign countries.

The foregoing objects and purposes shall, except when otherwise expressed, be in no limited or restricted by reference to or inference from the terms of any other clause of this or any other article of those articles of incorporation or any amendment thereto, and shall each be regarded as independent, and construed as powers as well as objects and purposes.

The corporation shall be authorized to exercise and enjoy all of the powers, rights and privileges granted to, or conferred upon, corporations of a similar character by the laws of the State of Florida now or hereafter in force, and the enumeration of the foregoing powers shall not be deemed to exclude any powers, rights or privileges so granted or conferred.

FOURTH: The post office address of the principal office of the corporation in this State is 2562 North Canterbury Drive, West Palm Beach, Florida 33407. The name of the resident agent of the corporation in this State is James K. Durr, a resident of this State, and the post office address of the resident agent is 2562 North Canterbury Drive, West Palm Beach, Florida 33407.

FIFTH: The total number of shares of stock which the corporation shall have authority to issue is one thousand (1,000) shares, all of one class, of the par value of One Dollar (\$1.00) each and the aggregate par value of One Thousand Dollars (\$1,000.00).

SIXTH: The number of directors of the corporation shall be three (3), which number may be changed in accordance to the By-Laws of the corporation, but shall never be less than three (3). The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are:

James K. Durr

Sean R. Fitzpatrick

David S. Hill.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the corporation and of the directors and stockholders:

The board of directors of the corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

No holder of shares of stock of any class shall be entitled as a matter of right to subscribe for or purchase or receive any part of any new or additional issue of shares of stock of any class or of securities convertible into shares of stock of any class, whether now or hereafter authorized or whether issued for money, for a consideration other than money or by way of dividend.

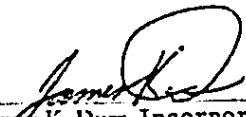
The corporation reserves the right from time to time to make any amendment of its charter, now or hereafter authorized by law, including any amendment which alters the contract rights, as set forth in the charter, of any outstanding stock.

EIGHTH: The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, the undersigned incorporators of STARLIGHT COMPUTER SYSTEMS, INC., who executed the foregoing Articles of Incorporation, hereby acknowledge the same to

be their act and further acknowledge that, to the best of their knowledge, the matters and facts set forth therein are true in all material respects under the penalties of perjury.

Dated the 10 day of July, 1995.


James K. Durr Incorporator and Registered Agent
Hereby accept duties as registered agent.


Sean R. Fitzpatrick


David S. Hill

personalstarlite.soi
DRAFT
6/22/95

Document Number Only

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J. K. Durr

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2562 N. Canterbury Drive

Requestor's Name
West Palm Beach FL 33407

Address

City State Zip Phone

CORPORATION(S) NAME

Starbright Computer Systems, Inc.

- Profit
- NonProfit
- Foreign
- Limited Partnership
- Reinstatement
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Dissolution/Withdrawal
- Annual Report
- Reservation
- Photo Copies
- Call if Problem
- Will Wait
- Merger
- Mark
- Other
- Change of R.A.
- CUS
- After 4:30
- Pick Up

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

10 Short of Certified Copy

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The Capital
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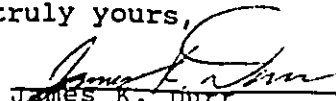
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