

P95000061372

JOHN A. LEKLEM, P.A.
ATTORNEYS AT LAW
17 SOUTH MAGNOLIA AVENUE
ORLANDO, FLORIDA 32801

JOHN A. LEKLEM
J. PENIMORE COOPER, JR.
OF COUNSEL

HOURS BY APPOINTMENT

REPLY TO:
POST OFFICE DRAWER 1271
ORLANDO, FLORIDA 32802

TELEPHONE (407) 422-4469
FACSIMILE (407) 841-8941

August 1, 1995

Division of Corporations
FLORIDA DEPARTMENT OF STATE
Post Office Box 6327
Tallahassee, Florida 32314

000001555660
-09/09/ P.---01014--012
****122.50 ****122.50

RE: AppSource Corporation
Articles of Incorporation

Dear Sir or Madam:

Enclosed herewith please find the original Articles of Incorporation for AppSource Corporation together with our check in the amount of \$112.50 for the filing/recording fee.

If you have any questions with respect to this matter, please feel free to contact the undersigned at your convenience.

Very truly yours,


John A. Leklem

JAL/cw

Enclosures: Articles of Incorporation
Check (\$112.50)

902
8995

FILED
95 AUG -8 PM 12:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Articles of Incorporation
of
AppSource Corporation*

FILED
95 AUG -8 PM 12:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. Name: The name of this corporation shall be
AppSource Corporation.

ARTICLE II. Principal Office and Mailing Address: The
principal office and mailing address of this
corporation shall be: 4751 Rosewood Drive
Orlando, Florida 32806.

ARTICLE III. Purpose: The purpose of this corporation is to
market, sell and service software and related
products and any other purpose authorized by law.

ARTICLE IV. Authorized Shares:

1. Voting: The corporation is authorized to
have 10,000 shares of voting common stock having
a par value of \$0.01 per share.
2. Non-Voting: The corporation is authorized to
have 10,000 shares of non-voting common stock
having a par value of \$0.01 per share.
3. Transfer of Shares: Shares of stock shall not
be transferred or sold until the board of
directors approves such transfer or sale.

ARTICLE V. Bylaws: The affairs of this corporation shall be governed by those Bylaws adopted by the Board of Directors and as amended from time to time.

ARTICLE VI. Effective Date: The date of filing with the Department of State shall be the Effective Date.

ARTICLE VII. Initial Registered Agent and Registered Office Address: The name and office street address of the initial registered agent is: Richard K. Daley, 4751 Rosewood Drive, Orlando, Florida 32806.

ARTICLE VIII. Incorporator: The name and address of the incorporator is: Richard K. Daley, 4751 Rosewood Drive, Orlando, Florida 32806.

ARTICLE IX.

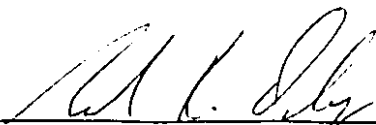
Initial Board of Directors: The name and address of each member of this corporation's initial Board of Directors is:

Richard K. Daley, 4751 Rosewood Drive, Orlando, Florida 32806

ARTICLE X.

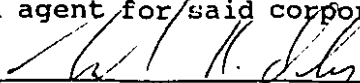
Amendment of Articles of Incorporation: The corporation reserves the right to amend, add to, or repeal any provision contained herein in the manner consistent with law and in conformity with the provisions set forth in the bylaws.

IN WITNESS WHEREOF, the undersigned does hereby execute this instrument as of August 4th, 1995.


Richard K. Daley, Incorporator

ACCEPTANCE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.


Richard K. Daley, Registered Agent

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SEC
TALLAHASSEE, FLA.

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PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

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TO: DIVISION OF CORPORATIONS
FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

FAX #: (850)922-4000
ACCT#: 072450003255
FAX #: (305)541-3770

NAME: APPSOURCE CORPORATION
AUDIT NUMBER.....H97000015320
DOC TYPE.....BASIC AMENDMENT
CERT. OF STATUS..0
CERT. COPIES.....0

PAGES..... 10
DEL.METHOD.. FAX
EST.CHARGE.. \$35.00

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** ENTER 'M' FOR MENU. **

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*Amended & Resubmitted
Articles*

9-17-97

DL

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2:31 PM

PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

((H97000015320 9))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: APPSOURCE CORPORATION

AUDIT NUMBER.....H97000015320

DOC TYPE.....BASIC AMENDMENT

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97 SEP 16 PM 2:56
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 16, 1997

APPSOURCE CORPORATION
4751 ROSEWOOD DRIVE
ORLANDO, FL 32806

SUBJECT: APPSOURCE CORPORATION
REF: P95000061372

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The electronically filed document must include the preparer's Florida Bar membership number in the preparer's statement on the first page of the document.

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 (850) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H97000015320
Letter Number: 397A00046036

RECEIVED
97 SEP 16 PM 1:40
DIVISION OF CORPORATIONS

(10)

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FILED
27 SEP 17 AM 8:27
TALLAHASSEE, FLORIDA

Amended and Restated Articles of Incorporation
of
AppSource Corporation

The undersigned, as of the date subscribed to below, as the sole voting shareholder, president and as director of AppSource Corporation, has caused to be approved, ratified and adopted at a duly called meeting of all the voting shareholders of the Corporation, these Amended and Restated Articles of Incorporation.

Article I

NAME: The name of this corporation shall be AppSource Corporation.

THIS INSTRUMENT PREPARED BY:

JOHN A. LEKLEM, ESQUIRE
Post Office Drawer 1271
Orlando, Florida 32802
407-422-4469

FBN. 0219703

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Article II

PRINCIPAL OFFICE AND MAILING ADDRESS: The principal office and mailing address of this corporation shall be: 5950 Hazeltine National Drive, Suite 250, Orlando, Florida 32822.

Article III

PURPOSE: The purpose of this corporation is to market, sell and service software and related products and any other purpose authorized by law.

Article IV

POWERS: The corporation shall have and exercise any and all powers, rights and privileges which a corporation organized under the Corporation Law of the State of Florida by law may now or hereafter have or exercise, including, but not limited to the following:

- (1) To sue and be sued, complain, and defend in its corporate name;

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- (2) To have a corporate seal, which may altered at will and to use it or a facsimile of it, by impressing or affixing it to or in any manner reproducing it;
- (3) To purchase, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal with real or personal property or any legal or equitable interest in property wherever located;
- (4) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, and otherwise dispose of all or any part of its property;
- (5) To lend money to, and use its credit to assist its officers and employees in accordance with §607.0833, Florida Statutes.
- (6) To purchase, receive, subscribe for, or otherwise acquire, own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of, and deal in and with shares or other interests in, or obligations of, any other entity;
- (7) To make contracts and guarantees, incur liabilities, borrow money,

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issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of any of its property, franchises and income;

- (8) To lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment;
- (9) To conduct its business, locate offices, and exercise the powers granted by the Florida Corporation Act within or without the State of Florida;
- (10) To elect directors and appoint officers, employees, and agents of the corporation and define their duties, fix their compensation, and lend them money and credit;
- (11) To make and amend bylaws, not inconsistent with its articles of incorporation or with the laws of the State of Florida, for managing the business and regulating the affairs of the corporation;
- (12) To make donations for the public welfare or for scientific, charitable

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or educational purposes;

- (13) To transact any lawful business that will aid governmental policy;
- (14) To make payments or donations or do any other act not inconsistent with law that furthers the business and affairs of the corporation;
- (15) To pay pensions and establish pension plans, profit-sharing plans, bonus plans and other benefit plans for any or all of its current or former directors, officers, employees, and agents and for any or all of its current or former directors, officers, employees, and agents of its subsidiaries;
- (16) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at death shares of the stock owned by the shareholder or by the spouse or children of the shareholder;
- (17) To be a promoter, incorporator, partner, member, associate, or manger of any corporation, partnership, joint venture, trust or other

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entity; and

- (18) To do any other act within the law to further the purposes and affairs of the corporation.

Article V

AUTHORIZED SHARES:

- (1) Voting: The corporation is authorized to have 1,000,000 shares of voting common stock having a par value of \$0.01 per share.
- (2) Non-Voting: The corporation is authorized to have 1,000,000 shares of non-voting common stock having a par value of \$0.01 per share.
- (3) Transfer of Shares: Shares of stock shall not be transferred or sold until the board of directors approves such transfer or sale in accordance with the by-laws and shareholder agreements as they exist or are hereafter adopted.

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Article VI

BYLAWS: The affairs of this corporation shall be governed by those Bylaws adopted by the Board of Directors and as amended from time to time.

Article VII

EFFECTIVE DATE: The date of filing with the Department of State, August 8, 1995, shall be the Effective Date.

Article VIII

INITIAL REGISTERED AGENT AND REGISTERED OFFICE ADDRESS: The name and office street address of the initial registered agent is: Richard K. Daley, 5950 Hazeltine National Drive, Suite 250, Orlando, Florida 32822.

Article IX

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INCORPORATOR: The name and address of the incorporator is: Richard K. Daley, 5950 Hazeltine National Drive, Suite 250, Orlando, Florida 32822.

Article X

INITIAL BOARD OF DIRECTORS: The name and address of each member of this corporation's initial Board of Directors is: Richard K. Daley, 5950 Hazeltine National Drive, Suite 250, Orlando, Florida 32822. The affairs of this corporation shall be managed by a Board of Directors and the number of directors may be changed by amendment of the By-Laws of the corporation.

ARTICLE XI

OFFICERS AND THEIR DUTIES: The officers of this corporation shall be a president, secretary and treasurer, who may be the same person and who may be members of the Board of Directors, and such other officers as the Board may from time to time by resolution create.

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Article XII

AMENDMENT OF ARTICLES OF INCORPORATION: The corporation reserves the right to amend, add to, or repeal any provision contained herein in the manner consistent with law and in conformity with the provisions set forth in the bylaws.

IN WITNESS WHEREOF, the undersigned, constituting the sole voting shareholder and as member of the Board of Directors, has executed these Amended and Restated Articles of Incorporation, this 15th day of September, 1997.


Richard K. Daley, President, Sole
Shareholder and Director of
AppSource Corporation

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