

PARALEGAL FREELANCING, INC.

3121 PONCE DE LEON BLVD., CORAL GABLES, FLA. 33134
TEL: (305) 867-1113 FAX: (305) 444-2339

ROGER M. CARLIER
President / Legal Assistant

P95000065137

August 22, 1995

Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, FL 32399

Re : Articles of Incorporation
SOFTEDGED, INC.

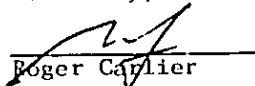
Dear Sir/Madame:

Enclosed please find original Articles of Incorporation of Softedged, Inc.

We are also enclosing a check in the amount of one hundred and twenty two (\$ 122.50) Dollars and fifty cents to cover for the fees. Please forward the certified articles to the undersigned's address.

May you have any questions, please do not hesitate to contact me.

Sincerely,


Roger Carlier

/rc

Encl.

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****122.50 ****122.50

5/23

ARTICLES OF INCORPORATION
OF
SOFTEDGED, INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Article of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: SOFTEDGED, INC.

The principle place of business of this corporation shall be: 8640 SW 212 Street, No. 205, Miami, Florida 33189.

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is:

100 Shares

at

\$ 10.00 per share

ERSKINE R. CURRY.....50 Shares

ROBERT A. BLAISE.....50 Shares

The above-described shares shall be distributed as follows:

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

Prepared by:
Paralegal Freelancing, Inc.
3121 Ponce De Leon Blvd.
Coral Gables, FL 33134

ARTICLE V OFFICERS AND DIRECTORS

The name(s) and street address(es) of the initial officer(s), who shall hold office the first year of the corporation's existence or until their successor(s) is (are) elected, is (are):

ERSKINE R. CURRY
President / Secretary
9143 SW 77th Ave., No. B-306
Miami, FL 33156

ROBERT A. BLAISE
Treasurer / Vicepresident
8640 SW 212 Street No. 205
Miami, Florida 33189

Only the shareholders shall be the directors of this corporation.

ARTICLE VIII CORPORATE RESOLUTIONS

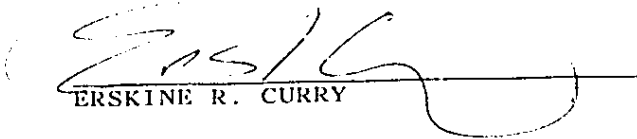
All corporate resolutions and legal documents require the signatures of two officers one of which shall be the Vicepresident/Treasurer.

ARTICLE VII INCORPORATOR(S)

The name(s) and street address(es) of the Incorporator(s) to these articles of incorporation is (are):

ERSKINE R. CURRY
9143 SW 77th Ave., No. B-306
Miami, Florida 33156

IN WITNESS WHEREOF, the undersigned incorporator(s) has (have) executed these Articles of Incorporation this 22nd day of August, 1995.


ERSKINE R. CURRY

STATE OF FLORIDA)

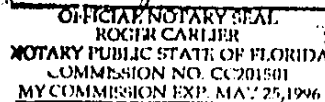
COUNTY OF DADE)

THE FOREGOING instrument was acknowledged and sworn to before me this 22nd day of August, 1995 by ERSKINE R. CURRY, 9143 SW 77th Ave., No. B-306, Miami, FL 33156.

Notary Public

My commission expires:

Seal:



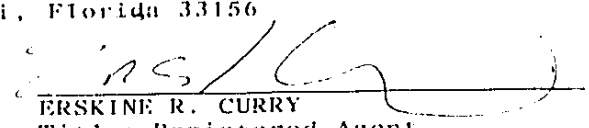
CERTIFICATE DESIGNATING

REGISTERED AGENT/REGISTERED OFFICE

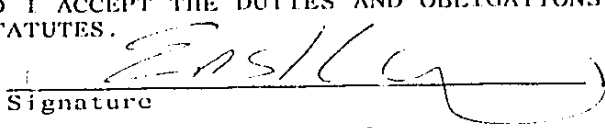
Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organization under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: SOFTEDGED, INC.
2. The name and address of the registered agent and office is:

ERSKINE R. CURRY
9143 SW 77th Ave., No. B-306
Miami, Florida 33156


ERSKINE R. CURRY
Title: Registered Agent
Date :

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISION OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.


Signature

Date:

8-22-95