

P960000008199

TRANSMITTAL LETTER


January 17, 1996

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

Gentlemen:

Enclosed is an original and one (1) copies of the
articles of incorporation and a check for \$70.00,
and the Designation of Resident Agent Form.

Sincerely,


Mike A. Spino, Res Agent
Defoe & Spino Software, Inc.
2650 1st Ave. No.
St. Petersburg, FL 33713

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DEPT OF STATE
TALLAHASSEE, FLORIDA

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1/24/96

ARTICLES OF INCORPORATION

OF

DEFOE & SPINO SOFTWARE, INC.

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

ARTICLE I NAME

The name of the corporation shall be:

DEFOE & SPINO SOFTWARE, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

2650 FIRST AVENUE NORTH, ST. PETERSBURG, FLORIDA 33713

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One Hundred (100) shares of One Dollar (\$1.00) par value Common Stock.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

MIKE A. SPINO, 12737 NORTH FLORIDA AVENUE, TAMPA, FLORIDA 33612

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

MIKE A. SPINO, 12737 NO FLORIDA AVE., TAMPA, FL 33612
MIKE DEFOE, 2650 FIRST AVENUE NORTH, ST PETERSBURG, FL 33713

ARTICLE VI BOARD OF DIRECTORS

This corporation shall have 2 directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than 1.

MIKE E. SPINO, 12737 NO. FLORIDA AVE., TAMPA, FL 33612
MIKE DEFOE, 2650 FIRST AVENUE NORTH, ST PETERSBURG, FL 33713

ARTICLE VII AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

The undersigned incorporator(s) have executed these Articles of Incorporation this ____th day of _____, 1996 A.D.

Mike A. Spino
MIKE A. SPINO, President

Michael Defoe
MIKE DEFOE, Secretary

STATE OF FLORIDA

COUNTY OF PINELLAS

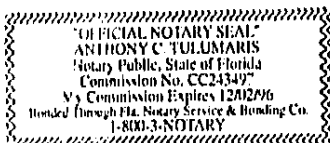
The foregoing instrument was acknowledged before me this _____, 1996, by Mike A. Spino and Mike Defoe, who are personally known to me or who have identification and who did not take an oath.

My commission expires:

_____, 19____

Anthony C. Tulumaris
Notary

Anthony C. Tulumaris
Name of Acknowledger Typed, Printed



Title or Rank

Notary _____ Comm # _____
Serial Number, If Any

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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, 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: Refos & Spino Software, Inc.

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

Mike A. Spino, Reg. Agent

(Name)

12737 No. Florida Ave.

Tampa, FL 33612 (P.O. Box not acceptable)

(City/State/Zip)

RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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.


(Signature)

1-17-96

(Date)