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TRANSMITTAL LETTER

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

SUBJECT: Software Resources Group, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check
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

FROM: Robert G. Beck
Name (printed or typed)

205 Montgomery Avenue, Bldg 4
Address

Sarasota, FL 34243
City, State & Zip

(941) 351-2606
Daytime Telephone number

800001700228
-01/29/96--01053--011
*****78.75 *****78.75

TALLAHASSEE, FLORIDA

29 JAN 29 AM 9:57

FILED

JAN 31 1996

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

ARTICLES OF INCORPORATION

OF

SOFTWARE RESOURCES GROUP, INC.

FILED

96 JAN 29 AM 9:57

TALLAHASSEE, FLORIDA

FILED THE DATE
Jan 25, 1996

ARTICLE I. NAME

The name of this corporation shall be SOFTWARE RESOURCES GROUP, INC., a Florida corporation.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 205 Montgomery Avenue, Building 4, Sarasota, Florida 34243.

ARTICLE III. COMMENCEMENT AND DURATION

The commencement of this corporation's existence shall be at the time of signing of these Articles of Incorporation. This corporation's duration shall be perpetual.

ARTICLE IV. PURPOSE

The general purposes for which the corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the corporation or necessary or desirable to accomplish them.

ARTICLE V. CAPITAL STOCK

This corporation shall have the authority to issue 7,500 shares of One Dollar (\$1.00) par value common capital stock.

ARTICLE VI. PREEMPTIVE RIGHTS

Each shareholder of the corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board of Directors shall be four (4). The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one (1).

The names and addresses of the individuals who shall serve as the Initial Board of Directors are: Robert G. Beck, 8308 12th Avenue Drive, N.W., Bradenton, FL 34209; Leo E. McGeehan, 2425 Gulf of Mexico Drive, Apartment #10F, Longboat Key, FL 34228; Nick S. Gigliotti, 704 67th Street, N.W., Bradenton, FL 34209; and James Roberts, 4211 Presidential Avenue Circle East, Bradenton, FL 34203.

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. INITIAL REGISTERED OFFICE AND AGENT

The address of this corporation's initial registered office shall be 205 Montgomery Avenue, Building 4, Sarasota, Florida 34243.

The name of the individual who shall serve as this corporation's initial registered agent at that address is: Robert G. Beck.

ARTICLE X. INCORPORATOR

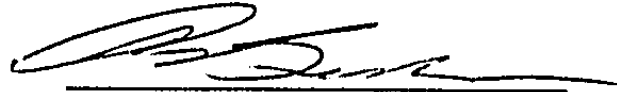
The name and address of the individual who shall serve as this corporation's incorporator is: Robert G. Beck, 8308 12th Avenue Drive, N.W., Bradenton, FL 34209.

ARTICLE XI. AMENDMENT OF ARTICLES

The power to adopt, alter, amend or repeal the Articles of Incorporation of this

corporation shall be vested in the shareholders by a unanimous vote.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 25TH Day of January, 1996.



Robert G. Beck, Incorporator

STATE OF FLORIDA

COUNTY OF MANATEE

On January 25TH, 1996, Robert G. Beck, designated above as the individual who shall serve as this corporation's incorporator, who is personally known to me or who has produced PERSONALLY KNOWN (type of identification), personally appeared before me and signed these Articles of Incorporation.



"OFFICIAL SEAL"
Donna Beth Ott
My Commission Expires 8/6/99
Commission #CC 486336



Notary Public, State of Florida

DONNA OTT

(Type or Print Notary Name Here)

My Commission Expires: 8-6-99

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of SOFTWARE RESOURCES GROUP, INC. which is contained in the foregoing Articles of Incorporation.

Pursuant to Section 607.0501(3), Florida Statutes (1993), I hereby state that I am familiar with

and accept the duties, obligations and responsibilities as Registered Agent for said corporation.

DATED this 25TH day of January, 1996.



Robert G. Beck, Registered Agent

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