

CR2E031(1/95)

**ARTICLES OF INCORPORATION**

**OF**

**BPS WINSOFT, INC.**

FILED  
JAN 11 PM 3:27  
TALLAHASSEE, FLORIDA

The undersigned, a citizen of the United States, desiring to form a corporation for profit, under the General Corporation Act of Florida, does hereby certify:

**FIRST:**

The name of said corporation shall be BPS Winsoft, Inc.

**SECOND:**

The place in Florida where its principal office is to be located is in the City of Boca Raton, Palm Beach County, Florida. The principal office is 551 NW 77th St., Ste. 100 Boca Raton, FL33487.

**THIRD:**

The purpose or purposes for which this corporation has been formed are:

To do any and all things permitted to a Florida corporation, in Florida and elsewhere, by virtue of Florida Code Chapter 607, either in its present form or, if it be re-enacted to enlarge the powers of corporations, in such broader form or forms.

**FOURTH:**

The maximum number of shares of all classes which the corporation is authorized to have outstanding is 750 shares, all of which shall be known as Section 1244 I.R.C., common shares without par value.

**FIFTH:**

The amount of capital with which the corporation will begin business is Five Hundred (\$500.00) Dollars.

**SIXTH:**

The incorporator and thereafter, the directors, shall fix the price at which the corporation shares may be issued.

#### **SEVENTH:**

The corporation may purchase shares issued by it to the extent of the surplus available for cash dividends when authorized by the Board of Directors; provided, however, that the corporation shall not purchase its own shares when there is reasonable ground for believing that the corporation is unable, or by such purchase may be rendered unable, to satisfy its obligations and liabilities.

#### **EIGHTH:**

Whenever any action to be taken at a shareholders' meeting is by law required to have the assent or approval of the shareholders of a particular class, such assent or approval may be given by the affirmative vote of the holders of the majority of shares having voting power in respect of such action; unless the statutes otherwise require, the words "shares having voting power in respect of such action" shall mean shares represented at the particular meeting by the holders thereof in person or by proxy.

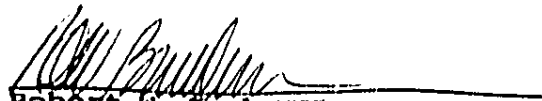
#### **NINTH:**

Any person who at any time shall serve, or shall have served, as a Director or officer of the corporation, shall be indemnified by the corporation against all costs and expenses (including, but not limited to, counsel fees, amounts of judgments paid and amounts paid in settlement) reasonably incurred in connection with the defense of any claim, action, suit or proceeding, whether civil, criminal, administrative or other, in which such person may be involved by virtue of such person being or having been a Director or officer of the corporation; provided, however, that such indemnification shall not be available with respect to (a) any matter as to which such person shall have been finally adjudicated in an action, suit or proceeding to be liable for gross negligence or misconduct in the performance of such person's duties as a Director or officer of the corporation, or (b) any matter settled or compromised, unless, in the opinion of independent counsel selected by or in the manner determined by the Board of Directors, there is not reasonable ground for such person to be adjudicated liable for gross negligence or misconduct in the performance of the person's duties as a Director or officer of the corporation. The expenses incurred in defending any such claim, action, suit or proceeding (including all appeals), or threat thereof may be paid by the corporation in advance of the final disposition of such claim, action, suit or proceeding as authorized by the Directors, whether a disinterested quorum exists or not, upon receipt of an undertaking by or on behalf of the Director or officer to repay such amount unless it shall be ultimately determined that such Director or officer is entitled to be indemnified by the

corporation. Such indemnification shall be in addition to any other rights to which those indemnified might be

entitled under any law, by-law, agreement, vote of shareholders or otherwise.

IN WITNESS WHEREOF, I have hereunto set my hand this 19th day of February, 1996.


  
Robert W. Bruderman,  
Incorporator  
551 NW 77th St., Ste. 100  
Boca Raton, FL 33487

**APPOINTMENT OF AGENT**

**KNOW ALL MEN BY THESE PRESENTS**, that Robert W. Bruderman, a natural person and resident of Boca Raton, Palm Beach County, is hereby appointed as the person on whom process, tax notices, and demands against said BPS Winsoft, Inc. may be served.

**BPS Winsoft, Inc.**

By:

  
Robert W. Bruderman, Incorporator

Boca Raton, Florida  
Date: February 19, 1996

BPS Winsoft, Inc.  
Boca Raton, Florida

Gentlemen:

I hereby accept the appointment as representative of your corporation upon whom process, tax notices, and demands may be served.

  
Robert W. Bruderman, Agent

551 NW 77th St., Ste. 100  
Boca Raton, FL 33487

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