

P96000025228

SKINNER, VARNEY, KING & ASSOCIATES, INC.
BUSINESS AND FINANCIAL CONSULTANTS

ASSOCIATES:

David O. Skinner, Jr.
Sandra K. Varney
Sandra L. King
Charles D. Neott

David O. Skinner, Jr. - Certified Tax Professional

3-2-96

March 12, 1996

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

60000174828E
-03/19/96--01015--017
****122.50 ****122.50

To Whom It May Concern:

Please find enclosed a copy of our Articles of Incorporation for Wisdom Software, Inc. I would like to request an incorporation date of March 12, 1996 please.

Additionally, I have enclosed a check in the amount of \$122.50 made payable to the Department of State to cover the required fee for incorporation and the receipt of a certified copy of the incorporation papers.

Upon completion, please forward our certified copy as follows:

Skinner, Varney, King & Associates, Inc.
15 8th Street
St. Augustine Beach, FL 32084

I wish to thank you in advance for your timely handling of this request.

Respectfully submitted,


Sandra K. Varney

Enclosures (2)

3-2-96
FILED
96 MAR 18 PM 1:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

WISDOM SOFTWARE, INC.

EFFECTIVE DATE
3-10-96

The undersigned incorporator, Skinner, Varney, King & Associates, Inc., hereby forms a corporation under the laws of the State of Florida.

ARTICLE I NAME

The name of this corporation is WISDOM SOFTWARE, INC., whose corporate principal office is 15 8th Street, St. Augustine Beach, FL 32084.

ARTICLE II NATURE OF BUSINESS

The general nature of business to be transacted by this corporation is computer software programming and transacting any and all other lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE III TERM

This corporation shall have perpetual existence commencing on March 12, 1996.

ARTICLE IV CAPITAL STOCK

The aggregate number of shares which the corporation shall have authority to issue is 1,000 shares with a par value of \$1.00 of each of such shares.

ARTICLE V DIRECTORS

The corporation shall have one director initially. The number of directors may be increased from time to time. Any director may be removed at any time, with or without cause, by the stockholders having the right and entitled to vote at a meeting called for that purpose. The name and address of the first Board of Directors of this corporation is:

Sandra K. Varney
15 8th Street
St. Augustine Beach, FL 32084

ARTICLE VI INCORPORATOR

The name and address of the incorporator of this corporation is:

Skinner, Varney, King & Associates, Inc.
15 8th Street
St. Augustine Beach, FL 32084


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96 MAR 18 PM 1:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII INITIAL REGISTERED OFFICE
AND REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 15 8th Street, St. Augustine Beach, FL 32084 and the initial registered agent at the address shall be Skinner, Varney, King & Associates, Inc. by Sandra Varney its Secretary.

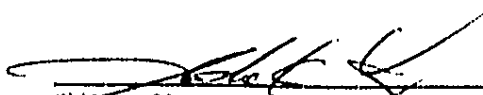
ACCEPTANCE OF REGISTERED AGENT

I, the undersigned, do hereby accept the appointment as initial registered agent for this corporation at the address listed in Article VII herein.



Skinner, Varney, King & Associates, Inc.
Registered Agent
By: Sandra Varney, Its Secretary

IN WITNESS WHEREOF, I, Sandra Varney, the undersigned Secretary of Skinner, Varney, King & Associates, Inc., the incorporator, hereby subscribe to the foregoing Articles of Incorporation and certify that the facts herein stated are true.



Skinner, Varney, King & Associates, Inc.
By: Sandra Varney, Its Secretary

FILED
96 MAR 18 PM 1:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P96000025228

SKINNER, VARNEY, KING & ASSOCIATES, INC.
BUSINESS AND FINANCIAL CONSULTANTS

ASSOCIATES:

David C. Skinner, Jr.
Sandra K. Varney
Hendra L. King
Charles E. Scott

David C. Skinner, Sr. - Certified Tax Professional

400001973534--9
-10/15/96--01042--010
*****35.00 *****35.00

September 30, 1996

To: Department of State Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

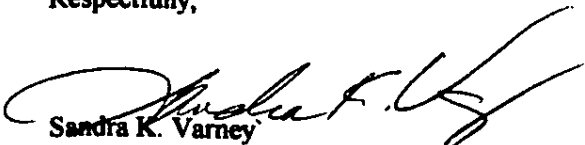
FILED
96 OCT 28 PM 1:41
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Dear Sir/Madam:

Please find enclosed the Officer/Director Resignation wherein I have removed myself as director, registered agent, et al, from Wisdom Software, Inc.

For the record, Jeremy Stein, 2000 N. E. 15th Ave, Ft. Lauderdale, FL 33305, is the sole stockholder and director of the corporation and I sent him my letter of resignation as a board member on March 23, 1996, which was the same day that we received notification of his corporation date; therefore, I have been released of any and all association with Wisdom Software, Inc. from its inception.

Respectfully,


Sandra K. Varney

O/D Resig.

VS NOV 1 1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 21, 1996

SANDRA K. VARNEY
15 - 8TH STREET
ST. AUGUSTINE BEACH, FL 32084

SUBJECT: WISDOM SOFTWARE, INC.
Ref. Number: P96000025228

We have received your document for WISDOM SOFTWARE, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

To resign as registered agent for a corporation, the enclosed resignation form should be completed and returned with a fee of \$87.50 for an active corporation or \$35 for an administratively dissolved corporation.

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 (904) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 896A00048346

SKINNER, VARNEY & ASSOCIATES, INC.
BUSINESS AND FINANCIAL CONSULTANTS

ASSOCIATES:

David C. Skinner, Jr.
Sandra K. Varney
Charles E. Scott

David C. Skinner, Sr. - Certified Tax Professional

October 24, 1996

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

**Re: Wisdom Software, Inc.
Reference #P96000025228**

**Attn: Ms. Velma Shepard
Corporate Specialist**

Dear Ms. Shepard:

I am writing in response to your enclosed letter of 10/21/96. I called your office this day and spoke to a representative regarding resignation as a Registered Agent and she explained that this position is merely for the purpose of being the recipient of any papers which may be served upon the corporation. She indicated it has no legal binding on me whatsoever.

In that regard, I ask that you please process the enclosed paperwork for resignation as a Director of the corporation as previously submitted to you.

Thank you for your assistance.

Respectfully,


Sandra K. Varney

RECEIVED
96 OCT 28 PM 4:10
DIVISION OF CORPORATIONS

Florida Department of State, Sandra B. Mortham, Secretary of State

OFFICER / DIRECTOR RESIGNATION

FILED
96 OCT 28 PM 1:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, SANDRA K. VARNEY, hereby resign as DIRECTOR
(Title)
of WISDOM SOFTWARE, INC.
(Name of Corporation)

a corporation organized under the laws of the State of Florida.

That the corporation has been notified in writing of the resignation.

[Signature]
(Signature of resigning officer/director)

FILING FEE IS \$35.00

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314