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WILSON ^{WS} SUAREZ

ATTORNEYS AT LAW

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

CAPITAL BANK BUILDING • MEZZANINE
2101 LE JEUNE ROAD
CORAL GABLES, FLORIDA 33134-4200

TELEPHONE (305) 440-7300
FACSIMILE (305) 440-7330

March 25, 1996

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

RE: SoftwareNet Corporation

Dear Sirs:

Enclosed please find the original and a copy of the Articles of Incorporation of SoftwareNet Corporation. Also enclosed is a check in the amount of \$122.50.

It is my desire to incorporate as soon as possible and your prompt attention to that effect would be greatly appreciated. If you have any questions, please do not hesitate to contact me.

Yours truly,


J. EVERETT WILSON

EJW/jr

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
SOFTWARENET CORPORATION**

ARTICLE I

NAME

The name of the Corporation shall be SOFTWARENET CORPORATION.

ARTICLE II

PURPOSES

This Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE III

STOCK

This Corporation is authorized to issue 500 shares of Common Stock having a par value of \$1.00 per share.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT AND MAILING ADDRESS

The street address of the initial Registered Office of this Corporation and of its principal office is 2151 Le Jeune Road, Mezzanine, Coral Gables, Florida 33134, and the name of the initial Registered Agent of this Corporation at that address is J. EVERETT WILSON. The mailing address is the same.

ARTICLE V

INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time by the ByLaws but shall never be less than one. The name and

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address of the initial Director of this Corporation is:

NAME	ADDRESS
Carlos Del Campo	c/o J. Everett Wilson, Esq. Wilson & Suarez 2151 LeJeune Road, Mezzanine Coral Gables, FL 33134

ARTICLE VI

INCORPORATOR

The name and address of the person signing these Articles is:

J. Everett Wilson	c/o Wilson & Suarez 2151 LeJeune Road, Mezzanine Coral Gables, FL 33134
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ARTICLE VII

INDEMNIFICATION

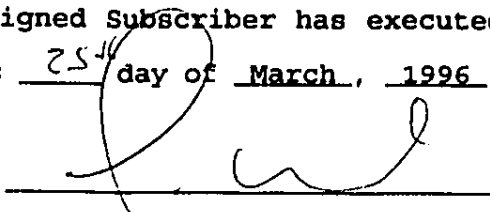
The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE VIII

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned Subscriber has executed these Articles of Incorporation this 25th day of March, 1996.

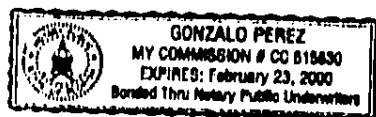

J. EVERETT WILSON

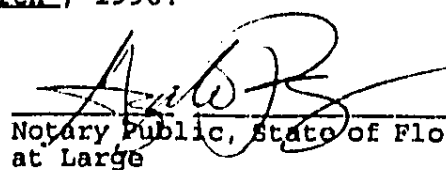
STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

I hereby certify that on this day, before me, a Notary Public,

duly authorized in the State and County named above to take acknowledgements, personally appeared J. EVERETT WILSON, personally known by me to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the Country and State named above, this 25 day of March, 1996.




Notary Public, State of Florida
at Large

My commission expires:

ACKNOWLEDGEMENT AND ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent for the above Corporation at the place designated in the Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of the Florida Corporations Code pertaining to the duties and responsibilities of a Registered Agent.


J. EVERETT WILSON

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