

P96000033339

LAW OFFICES
CLYATT & RICHARDSON
PROFESSIONAL ASSOCIATION
1881 FORUM PLACE • SUITE 300-F
WEST PALM BEACH, FLORIDA 33401

BHELTON CLYATT, JR.
KEVIN F. RICHARDSON

TELEPHONE 471-0800
FACSIMILE 471-0888
AREA CODE 407

March 29, 1996

400001778504
-04/12/96--01055--013
***122.50 ***122.50

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

Re: Sunbelt Business Services, Inc.

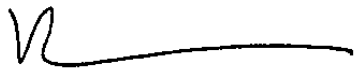
Dear Sir/Madam:

I am enclosing herewith an original and a copy of Articles of Incorporation for the above-named corporation, along with our office check in the amount of \$122.50 for filing fees.

Please file the original Articles of Incorporation and return a certified copy to the undersigned in the enclosed self-addressed, stamped envelope.

Your prompt attention to this matter would be appreciated.

Very truly yours,



KEVIN F. RICHARDSON

/klh
enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR 12 PM 12:39

gg 4/17/96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 APR 12 PM 12:39

ARTICLES
OF
INCORPORATION
SUNBELT BUSINESS SERVICES, INC.

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

1. NAME. The name of the Corporation is:

SUNBELT BUSINESS SERVICES, INC.

2. PRINCIPAL OFFICE. The principal place of business and mailing address of this corporation shall be:

111 Winter Club Court
Palm Beach Gardens, FL 33410

3. DURATION. The period of its duration is perpetual.

4. PURPOSE. The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

5. CAPITAL STOCK. The Corporation is authorized to issue 100 shares, all of one class, at \$1.00 par value common.

6. INITIAL REGISTERED OFFICE AND AGENT. The name and address of the Initial Registered Agent and office of this Corporation is as follows:

Kevin F. Richardson, Esq.
Clyatt & Richardson, P.A.
1551 Forum Place, #300-C
West Palm Beach, FL 33401

7. INITIAL BOARD OF DIRECTORS. This Corporation shall have two (2) Directors initially. The number of Directors shall be no less than one by an amendment of the By-Laws of the Corporation in the manner provided by law, but shall never be more than 2.

The names and addresses of the initial Director(s) and Officers of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Marc C. Schreiber	111 Winter Club Court Palm Beach Gardens, FL 33410
Eric Schreiber	1935 Hartford Court West Palm Beach, FL 33409

8. INCORPORATOR. The name and address of the Incorporator signing these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
Kevin F. Richardson	1551 Forum Place, Suite #300-C West Palm Beach, Florida 33401

9. AMENDMENT TO ARTICLES. This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amending hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has
executed these Articles of Incorporation this _____ day of
February, 1995.

K FR
INCORPORATOR

I am familiar with and accept the duties and
responsibilities as registered agent for said corporation.

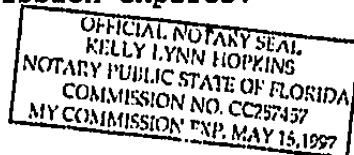
K FR
REGISTERED AGENT
Kevin F. Richardson

STATE OF FLORIDA)
) ss.
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared
Kevin F. Richardson, to me known to be the person who executed
the foregoing Articles of Incorporation, and they acknowledged to
and before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal
this 29th day of March, 1996.

Kelly Lynn Hopkins
NOTARY PUBLIC - STATE OF FLORIDA
My commission expires:



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR 12 PM 12:39

P96000033339

LAW OFFICES
CLYATT & RICHARDSON

PROFESSIONAL ASSOCIATION
1551 FORUM PLACE • SUITE 300-F
WEST PALM BEACH, FLORIDA 33401

BRIELTON CLYATT, JR.
KEVIN F. RICHARDSON

TELEPHONE 471-0600

FACSIMILE 471-0655

AJIA CODE 851

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

September 26, 1996

Secretary of State, Sandra B. Mortham
The Capitol
State of Florida
Tallahassee, FL 32399-0250

700001968117
-10/08/96--01138--001
*****35.00 *****35.00

RE: Document Number: P96000033339 Sunbelt Business Services, Inc.

Gentlemen:

Enclosed are the Articles of Amendment, Resolution, and Certificate of Amendment of By-Laws → *Returned*
of the referenced corporation changing its name to SUNBELT SOFTWARE, INC.

Please return to the undersigned a certified copy of the Articles of Amendment.

Our check in the amount of \$35.00 for filing is enclosed.

Very sincerely,



Kevin F. Richardson
KFR:jas
Enclosure

N/c

VS OCT 16 1996

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
SUNBELT BUSINESS SERVICES, INC.

FILED
96 OCT -7 AM 11:14
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

Article I - BE AND IT IS HEREBY AMENDED TO READ AS
FOLLOWS:

The name of this Corporation is: **SUNBELT SOFTWARE, INC.**

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption September 15, 1996

FOURTH: Adoption of Amendment(s) (CHECK ONE)

 X The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

 The amendment(s) was/were approved by the shareholders through voting groups.

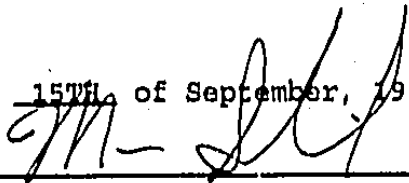
The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____."
voting group

____ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

____ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 15th of September, 1996

Signature 

(By the Chairman or Vice Chairman of the Board of Directors, President or other Officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporation if adopted by the incorporators)

Marc Schreiber

Typed or printed name

Chairman of Board of Directors

Title