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LEGAL & FINANCIAL SERVICES

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SEATTLE, WASHINGTON
FALLADASS, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 929579 80490A

AUTHORIZATION :

COST LIMIT : * PREPAID

ORDER DATE : April 24, 1996

ORDER TIME : 9:44 AM

ORDER NO. : 929579

CUSTOMER NO: 80490A

CUSTOMER: Mario A. Garcia, Esq
PAPPAS & GARCIA, P.A.

Suite 540
225 E. Robinson Street
Orlando, FL 32802

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DOMESTIC FILING

NAME: V3

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

56-96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 25, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: V3 CORPORATION
Ref. Number: W9600008891

RESUBMIT

Please give original
submission date as file date.

We have received your document for V3 CORPORATION and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

The document must include original signatures.

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) 487-6927.

Kathy Hyman
Document Specialist

Letter Number: 496A00019609

ARTICLES OF INCORPORATION
OF
V³ SOFTWARE DEVELOPMENT CORPORATION

FILED
96 APR 24 PM 8:00
TALLAHASSEE, FLORIDA

Article I

Name, Principal Place of Business and Duration

The name of the Corporation is V³ SOFTWARE DEVELOPMENT CORPORATION. The principal place of business of the Corporation is 5980 Westgate Drive, Suite 203, Orlando, Florida 32835. The duration of the Corporation is perpetual.

Article II

Registered Office and Agent

The address of the registered office in the State of Florida is 225 E. Robinson St., Suite 540, Orlando, Orange County, Florida 32801. The name of the registered agent at such address is MARIO A. GARCIA.

Article III

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the General Corporation Act of Florida.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the General Corporation Act of Florida.

Article IV

Capital Stock

1. The total number of shares of capital stock which the Corporation has the authority to issue is 10,000 shares of Common Stock ("Common Stock") \$1.00 par value per share.

2. The designations, voting powers, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions of the above stock are as follows:

(a) The holders of the Common Stock are entitled to receive, to the extent permitted by law, such dividends as may be declared from time to time by the Board of Directors.

(b) In the event of the voluntary or involuntary liquidation, dissolution, distribution of assets or winding up of the Corporation, after distribution in full of the preferential amounts, if any, to be distributed to the creditors and holders of shares of preferred stock, if any such stock shall be authorized herein and issued, the holders of Common Stock shall be entitled to receive all of the remaining assets of the Corporation of whatever kind available for distribution to shareholders ratably in proportion to the number of shares of Common Stock held by them respectively. The Board of Directors may distribute in kind to the holders of Common Stock such remaining assets of the Corporation or may sell, transfer or otherwise dispose of all or any part of such remaining assets to any other corporation, trust or other entity and receive payment therefor in cash, stock or obligations of such other corporation, trust or other entity, or any combination thereof, and may sell all or any part of the consideration so received and distribute any balance thereof in kind to holders of Common Stock. The merger or consolidation of the Corporation into or with any other corporation, or the merger of any other corporation into it, or any purchase or redemption of shares of stock of the Corporation of any class, shall not be deemed to be a dissolution, liquidation or winding up of the Corporation for the purposes of this paragraph.

(c) Each holder of Common Stock has one vote with respect to each share of stock held by him of record on the books of the Corporation on all matters voted upon by the shareholders.

(d) The private property of the shareholders of this Corporation shall not be subject to the payment of corporate debts, except to the extent of any unpaid balance of subscription of shares.

(e) Any person, upon becoming the owner or holder of any shares of the Common Stock or other securities having voting rights issued by this Corporation ("shareholder"), does thereby consent and agree that all rights, powers, privileges, obligations or restrictions pertaining to such person or such securities in any way may be altered, amended, restricted, enlarged, or repealed by legislative enactments of the State of Florida, or of the United States, hereinafter adopted which have reference to or affect corporations, such securities, or such persons if any; and that the Corporation reserves the right to transact any business of the Corporation, to alter, amend or repeal these Articles of Incorporation, or to do any other acts or things as authorized, permitted or allowed by such legislative enactments.

Article V

Incorporator

1. The name and mailing address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
Mario A. Garcia	225 E. Robinson St., Suite 540 Orlando, Florida 32801

2. The power of the incorporator shall terminate upon the filing of the Articles of Incorporation of the Corporation with the office of the Secretary of State of Florida.

Article VI

Board of Directors

1. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors, except as otherwise herein provided or reserved to the holders of Common Stock. In furtherance and not in limitation of the general and specific powers and rights granted and conferred by the General Corporation Act of Florida, the Board of Directors is expressly authorized:

(a) To make, alter or repeal the By-laws of the Corporation.

(b) To set apart out of any of the funds of the Corporation available for dividends a reserve or reserves for any proper purpose and to abolish any reserve in the manner in which it was created.

(c) By a majority of the whole Board, to designate one or more committees, each committee to consist of one or more of the directors of the Corporation. The Board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. The By-laws may provide that in the absence or disqualification of a member of a meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member. Any such committee, to the extent provided in the resolution of the Board of Directors, or in the By-laws of the Corporation, shall have and may exercise

all the powers and authority of the Board of Directors in the management of the business and affairs of the Corporation to the extent permitted by the General Corporation Act of Florida and may authorize the seal of the Corporation to be affixed to all papers which may require it; but no such committee shall have the powers or authority in reference to amending the Articles of Incorporation, adopting an agreement of merger or consolidation, recommending to the shareholders the sale, lease or exchange of all or substantially all of the Corporation's property and assets, recommending to the shareholders a dissolution of the Corporation or a revocation of a dissolution, or amending the By-laws of the Corporation; and, unless the resolution or By-laws expressly so provide, no such committee shall have the power or authority to declare a dividend or to authorize the issuance of stock.

(d) When and as authorized by the shareholders in accordance with statute, to sell, lease or exchange all or substantially all of the property and assets of the Corporation, including its goodwill and its corporate franchises, upon such terms and conditions and for such consideration, which may consist in whole or in part of money or property including shares of stock in, and/or other securities of, any other corporation or corporations, as the Board of Directors shall deem expedient and for the best interests of the Corporation.

2. (a) The number of members of the Board of Directors will be fixed from time to time by resolution of the Board of Directors, but (subject to vacancies) in no event may there be less than one director. Each director shall serve until the next annual meeting of shareholders.

(b) If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

(c) The names and mailing addresses of the persons who shall serve as directors of the Corporation until the first annual meeting of the shareholders are as follows:

<u>Name</u>	<u>Address</u>
FRANK J. MONTERO	5980 Westgate Drive, #203 Orlando, Florida 32835
ANNED MONTERO	5980 Westgate Drive, #203 Orlando, Florida 32835
CONNIE ARNOLD	5980 Westgate Drive, #203 Orlando, Florida 328335

Article VII

Records

The books of the Corporation may be kept (unless prohibited by law) outside the State of Florida, at such place or places as may be designated from time to time by the Board of Directors or in the By-laws of the Corporation.

Article VIII

Director and Shareholder Action by Consent

Any corporate action upon which a vote of directors or a committee thereof or shareholders is required or permitted may be taken without a meeting or vote of directors or shareholders with the written consent of all directors or shareholders having not less than a majority of all of the stock entitled to vote upon the action if a meeting were held; provided, that in no case shall the written consent by holders having less than the minimum percent of the vote required by statute for the proposed corporate action and provided that prompt notice be given to all directors and shareholders of the taking of corporate action without a meeting and by less than unanimous written consent.

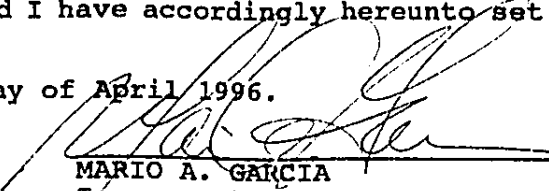
Article IX

Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

Executed this 23rd day of April 1996.


MARIO A. GARCIA
Incorporator

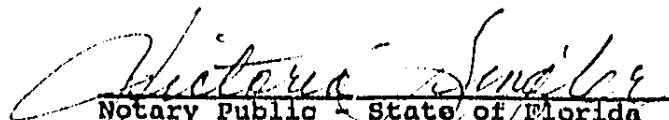
(SEAL)

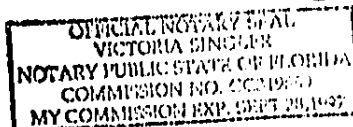
STATE OF FLORIDA
COUNTY OF ORANGE

SWORN TO and subscribed before me on 23rd day of April 1996,
by Mario A. Garcia who is personally known to me or has produced

his driver's license #G-620-541-60-453 as identification, personally appeared before me, the undersigned officer duly authorized to administer oaths and take acknowledgments, MARIO A. GARCIA, a party to the foregoing Articles of Incorporation, known to me personally to be such, and I having first made known to him the contents of said Articles, he did acknowledge that he signed, sealed and delivered the same as his voluntary act and deed.

Given under my hand and seal of office the day and year aforesaid.


Notary Public - State of Florida
My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN FLORIDA, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

FILED

96 APR 24 AM 8 06

SEC. STATE
TALLAHASSEE, FLORIDA

In compliance with the Florida Business Corporation Act, the following is submitted:

V3 SOFTWARE DEVELOPMENT CORPORATION, with its place of business at 5980 Westgate Drive, Suite 203 city of Orlando, state of Florida 32835, County of Orange, has named Mario A. Garcia, as its agent to accept service of process within Florida.

Having been named to accept service of process for V3 SOFTWARE DEVELOPMENT CORPORATION at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of the Florida Business Corporation Act.

Dated this 23rd day of April 1996.


MARIO A. GARCIA
Registered Agent

P96 0000 38505
Pappas & Garcia

*A Partnership of Professional Associations
Counselors at Law*

225 East Robinson Street
Suite 540, Landmark Center II
Post Office Box 2529
Orlando, Florida 32802-2529

Telephone (407) 648-2555

Pacalnillo (407) 648-9555

June 21, 1996

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-06/26/96--01009--006
*****35.00 *****35.00

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

Re: **V SOFTWARE DEVELOPMENT CORPORATION**

Dear Sir/Madam:

Enclosed please find an original and a copy of the Articles of Amendment to Articles of Incorporation for the above-referenced corporation and our check in the amount of \$35.00 to cover the filing fee.

Please return the copy of the Articles of Amendment with the date they were filed.

Thank you for your attention to this matter and please call me if you have any questions.

Sincerely,


Peter C. Pappas

PCP/dk
Enclosures

N. HENDRICKS JUN 27 1996

Amend.

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
V³ SOFTWARE DEVELOPMENT CORPORATION

FILED
96 JUN 24 10 12 AM
TALLAHASSEE
FLORIDA

The undersigned Secretary of V³ Software Development Corporation hereby certifies that on the 17th day of June, 1996, all of the members of the Board of Directors and all of the Shareholders of V³ Software Development Corporation (such Shareholders being the only class designated to vote on such amendment and such Shareholders constituting a sufficient number of votes cast for approval of the amendment), by written action in lieu of a joint special meeting in accordance with the provisions of Sections 607.0821 and 607.0704, Florida Statutes, approved a resolution amending Article IV of the Articles of Incorporation of V³ Software Development Corporation, and that the following is a true and correct copy of said resolution:

"RESOLVED, that Article IV of the Articles of Incorporation is hereby amended to read as follows:

Article IV

Capital Stock

1. The total number of shares of capital stock which the Corporation has the authority to issue is 50,000,000 shares of Common Stock ("Common Stock") no par value per share consisting of 3 shares of Class A Common Stock ("Voting Stock") and 49,999,997 shares of Class B Common Stock ("Non-Voting Stock").
2. The designations, voting powers, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions of the above stock are as follows:
 - (a) The holders of the Common Stock are entitled to receive, to the extent permitted by law, such dividends as may be declared from time to time by the Board of Directors.
 - (b) In the event of the voluntary or involuntary liquidation, dissolution, distribution of assets or winding up of the Corporation, after distribution in full of the preferential amounts, if any, to be distributed to the creditors and holders of shares of preferred stock, if any such stock shall be authorized herein and issued, the holders of Common Stock shall be entitled to receive all of the remaining assets of the Corporation of whatever kind available for distribution to shareholders ratably in proportion to the number of shares of Common Stock held by them respectively. The Board of Directors may distribute in kind to the

holders of Common Stock such remaining assets of the Corporation or may sell, transfer or otherwise dispose of all or any part of such remaining assets to any other corporation, trust or other entity and receive payment therefor in cash, stock or obligations of such other corporation, trust or other entity, or any combination thereof, and may sell all or any part of the consideration so received and distribute any balance thereof in kind to holders of Common Stock. The merger or consolidation of the Corporation into or with any other corporation, or the merger of any other corporation into it, or any purchase or redemption of shares of stock of the Corporation of any class, shall not be deemed to be a dissolution, liquidation or winding up of the Corporation for the purposes of this paragraph.

(c) Each holder of Class A Common Stock has one vote with respect to each share of stock held by him or her of record on the books of the Corporation on all matters voted upon by the shareholders. Shares of Class A Common Stock shall vote on all matters submitted or required to be submitted to the shareholders of the Corporation as one class of Common Stock of the Corporation. All references in these Articles of Incorporation, the By-laws of the Corporation and the General Corporation Act of Florida to a majority of shares issued and outstanding and entitled to vote or similar language of similar import and purpose, in context, shall mean a majority of the votes afforded to all shares of Class A Common Stock issued by the Corporation and outstanding and entitled to vote. Holders of Class B Common Stock shall not be so entitled to vote.

(d) The private property of the shareholders of this Corporation shall not be subject to the payment of corporate debts, except to the extent of any unpaid balance of subscription of shares.

(e) Any person, upon becoming the owner or holder of any shares of the Common Stock or other securities having voting rights issued by this Corporation ("shareholder"), does thereby consent and agree that all rights, powers, privileges, obligations or restrictions pertaining to such person or such securities in any way may be altered, amended, restricted, enlarged, or repealed by legislative enactments of the State of Florida, or of the United States, hereinafter adopted which have reference to or affect corporations, such securities, or such persons if any; and that the Corporation reserves the right to transact any business of the

Corporation, to alter, amend or repeal these Articles of Incorporation, or to do any other acts or things as authorized, permitted or allowed by such legislative enactments.

FURTHER RESOLVED, that the Officers of the Corporation are hereby authorized and directed to take any and all action necessary to effect such amendment."

Executed this 12 day of June, 1996.

(CORPORATE SEAL)

By:

[Signature]
FRANK J. MONTERO
Director and Shareholder

[Signature]
ANNED MONTERO
Director and Shareholder

[Signature]
CONNIE ARNOLD, Secretary
Director and Shareholder

STATE OF FLORIDA

COUNTY OF Orange

The foregoing instrument was acknowledged before me this 12 day of June, 1996, by Frank J. Montero, who is Director and Shareholder for V² Software Development Corporation, and who is personally known to me or who produced _____ as Identification.

[Signature]
NOTARY PUBLIC

DENISE E. TAIT
Printed Name of Notary Public

SEAL:



STATE OF FLORIDA
COUNTY OF Orange

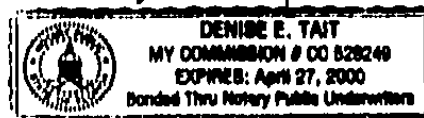
The foregoing instrument was acknowledged before me this 19 day of June, 1996, by Anned Montero, who is Director and Shareholder for V³ Software Development Corporation, and who is personally known to me or who produced _____ as Identification.

Denise E. Tait
NOTARY PUBLIC

DENISE E. TAIT

Printed Name of Notary Public Pers. Known

SEAL:



STATE OF FLORIDA
COUNTY OF Orange

The foregoing instrument was acknowledged before me this 19 day of June, 1996, by Connie Arnold, who is Director and Shareholder for V³ Software Development Corporation, and who is personally known to me or who produced _____ as Identification.

Denise E. Tait
NOTARY PUBLIC

DENISE E. TAIT

Printed Name of Notary Public Pers. Known

SEAL:

