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TO: DIVISION OF CORPORATIONS

FROM: EMPLOYEE CORPORATION COMPANY

DEPARTMENT OF STATE

112 W. WASHINGTON ST.

STATE OF FLORIDA

SUITE 100

305 EAST FLORIDA

MIAMI FL 33135

TALLAHASSEE FL 32399

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: BE EXCELLENT SOFTWARE, INC.

FAX AUDIT NUMBER: H90000000330

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF

BE EXCELLENT SOFTWARE, INC.

FILED
05 MAY - 9 11:24 AM
STATE OF FLORIDA

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

FIRST: The name of the Corporation is:

BE EXCELLENT SOFTWARE, INC.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are:

To engage in the transaction of any or all lawful business for which corporations may be incorporated under the provisions of the Florida General Corporation Act.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is:

One Thousand Shares (1,000) at \$1.00 par value.

FIFTH: The street address of the initial registered and principal office of the Corporation shall be:

**3200 NORTH FEDERAL HIGHWAY, SUITE 122
BOCA RATON, FL 33431**

and the name of its initial Registered Agent at such address is:

BRUCE B. FULLER

SIXTH: The number of Directors constituting the initial Board of Directors of the Corporation is 1, and the name and address of the person who is to serve as Director until the first annual meeting of Shareholders or until their successors are elected and shall qualify is:

BRUCE B. FULLER, 3200 NORTH FEDERAL HIGHWAY, SUITE 122.

Prepared by: CHRISTINE JACOBSEN
Southeast Accounting & Tax Group, Inc.
6418 N.W. 5 Way, Ft. Lauderdale, FL 33309
(305) 491-5727

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DOCA RATON, FL 33431

The name and address of each incorporator is:

BRUCE B. FULLER

Dated: MAY 2, 1996

Bruce B. Fuller

State of Florida:
County of Broward:

The foregoing instrument was acknowledged before me this 2 day of MAY, 1996 by _____

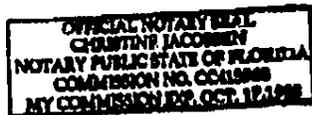
Christine Jacobsen
CHRISTINE JACOBSEN

Personally Known _____ OR Produced Identification _____

Type of Identification Produced DRIVERS LICENSE

BRUCE B. FULLER, having been designated to act as Registered Agent hereby agrees to act in this capacity.

Bruce B. Fuller
BRUCE B. FULLER



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Prepared by: CHRISTINE JACOBSEN
Southeast Accounting & Tax Group, Inc.
6418 N.W. 5 Way, Ft. Lauderdale, FL 33309

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