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May 18, 1996

FILED
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SECRETARY OF STATE
TALLAHASSEE, FL 32304

VIA CERTIFIED MAIL RETURN
RECEIPT REQUESTED Z-688-938-389

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

Re: Carlton Software Technologies, Inc./
Filing of Articles of Incorporation

Dear Sir/Madam:

Enclosed is the signed original and one signed copy of the Articles of Incorporation of the above corporation. We have also enclosed a check in the amount of One Hundred Thirty-One and 25/100 Dollars (\$131.25) for the filing of the articles of incorporation, a certified copy of the articles, and a certificate of status.

Please process this at your earliest opportunity and return the certified copy of the Articles of Incorporation to this office.

Thank you for your assistance. If you have any questions, please do not hesitate to call me.

Very truly yours,

Ali A. Garmi
Attorney at Law

Enclosures
b:carltondivcorp.let

F. CHESNEY MAY 29 1996

**ARTICLES OF INCORPORATION
OF
CARLTON SOFTWARE TECHNOLOGIES, INC.**

The undersigned Incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

Article 1. Name. The name of the Corporation shall be: Carlton Software Technologies, Inc.

Article 2. Address. The mailing address and principal office of the Corporation is 1410 Plantation Circle, Apartment No. 1016, Plant City, Florida 33566.

Article 3. Authorized Shares. The Corporation is authorized to issue one class of shares, which shall be called common shares. Common shares shall have unlimited voting rights and shall be entitled to receive the net assets of the Corporation upon dissolution. The Corporation is authorized to issue one thousand (1000) common shares.

Article 4. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is 1410 Plantation Circle, Apartment No. 1016, Plant City, Florida 33566, and the name of its initial registered agent is Anthony Klinkatsis.

Article 5. Incorporator. The name and address of the Incorporator is Anthony Klinkatsis, 1410 Plantation Circle, Apartment No. 1016, Plant City, Florida 33566.

Article 6. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

Article 7. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is one (1). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one (1). The name and address of each initial Director of the Corporation is as follows:

Anthony Klinkatsis 1410 Plantation Circle, Apartment No. 1016
Plant City, Florida 33566

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Article 8. Par Value. The shares of the Corporation shall have a par value of one dollar (\$1.00).

Article 9. Indemnification. The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law, including but not limited to Florida Statute Section 607.0850.

Article 10. Preemptive Rights. The Corporation elects to have preemptive rights pursuant to Section 607.0630, Florida Statutes, as amended from time to time.

Article 11. Share Transfer Restrictions. Shares of the Corporation shall be issued to the following persons in the following amounts upon payment of the consideration determined by the Board of Directors:

<u>Shareholder</u>	<u>Number of Shares</u>
Anthony Klinkutsis	one thousand (1000)

Shares held by each Shareholder may not be sold or otherwise transferred to other persons unless first offered to this Corporation or to the remaining Shareholders in proportion to their shares. The price, terms and other provisions regarding this restriction may be specified by written agreement among the Shareholders, which agreement may expand this Article and which may also include the Corporation as a party. These restrictions are intended to preserve exemptions under federal and state securities laws, to provide for orderly changes in ownership of shares, and to serve other reasonable purposes.

Article 12. Rights of Initial Directors. Each of the initial Directors shall have the right to be a Director of the Corporation as long as that respective Director is a Shareholder of the Corporation. By acquiring shares in this Corporation, each Shareholder agrees to abide by this right and to elect each of the initial Directors named in these Articles of Incorporation to the office of Director as long as that Director is a Shareholder of the Corporation. This Article may not be amended in any way without the written consent of each of the initial Directors who is a shareholder of the Corporation at the time of the amendment.

Article 13. Bylaws. The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Shareholders.

Article 14. Cumulative Voting. All Shareholders or a voting group of Shareholders designated in the Bylaws are entitled to cumulate their votes for Directors, in accordance with Section 607.0728, Florida Statute, as amended from time to time.

Article 15. Purposes. The purpose for which the Corporation is organized is to engage in and transact any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act and other incorporation laws of the State of Florida. No other purpose limits this general purpose in any way.

Article 16. Date of Commencement. In accordance with Section 607.0203, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation, except that if they are not filed by the Florida Department of State within five (5) business days after that date, then corporate existence shall commence upon filing by the Department of State.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 14 day of May, 1996.



Anthony Klinkatsis

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is Carlton Software Technologies, Inc.
2. The name and address of the registered agent and office is:

Anthony Klinkatsis
1410 Plantation Circle, Apartment No. 1016
Plant City, Florida 33566

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Anthony Klinkatsis

Date

5/13/96

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TALLAHASSEE, FLORIDA