

P960000 69960

CAPITAL CONNECTION, INC.

417 B. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

 PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: Zentropic Software
Inc

DISBURSED
FILED
65 AUG 22 1996
TALLAHASSEE, FL 32301
AM 10:38

☒ Capital Express™
☒ Art. of Inc. File
☐ Corp. Record Search
☐ Ltd. Partnership File
☐ Foreign Corp. File
☒ (-) Cert. Copy(s) photo
☐ Art. of Amend. File
☐ Dissolution/Withdrawal
☐ O U B-
☐ Filiofous Name File
☐ Name Reservation
☐ Annual Report/Reinstatement
☐ Reg. Agent Service
☐ Document Filing
☐ Corporate Kit
☐ Vehicle Search
☐ Driving Record
☐ Document Retrieval
☐ UCC 1 or 3 File
☐ UCC 11 Search
☐ UCC 11 Retrieval
☐ File No.'s, _____ Copies
☐ Courier Service
☐ Shipping/Handling
☐ Phone ()
☐ Top Priority
☐ Express Mail Prep.
☐ FAX () pgs.

SUBTOTALS

FEE.....\$
 DISBURSED.....\$
 SURCHARGE.....\$
 TAX on corporate supplies.....\$
 SUBTOTAL.....\$
 PREPAID.....\$
 BALANCE DUE.....\$

RECEIVED
96 AUG 22 AM 10:38
DIVISION OF CORPORATIONS

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

REQUEST TAKEN CONFIRMED APPROVED
 DATE _____
 TIME _____
 BY Den CK No. _____

WALK-IN
 Will Pick Up 8/22 12:00

ARTICLES OF INCORPORATION

OF

Zentropic Software, Inc.

FILED
96 AUG 22 AM 11:39
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation is **Zentropic Software, Inc.**

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 526 Truman Ave, Key West, FL 33040.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares having a par value of (\$1.00) per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Albert Kelloy, 926 Truman Ave., Key West, FL 33040.

ARTICLE V: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

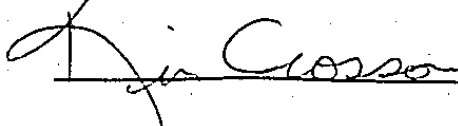
The name and address of each member of the initial Board of Directors of the corporation is Albert Kelley, 926 Truman Ave., Key West, FL 33040.

ARTICLE VII: SPECIAL PROVISION

It is the intent of the incorporator and directors that the corporation qualify under Section 1244 of the Internal Revenue Code and that the corporation file as a Sub S Corporation. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

The undersigned has executed these Articles of Incorporation this 22nd day of August 1996.

"Capital Connection, Inc. by Kim Crosson, Office Manager"



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

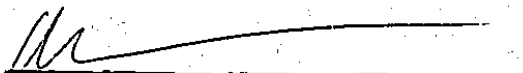
Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: Zentropic Software, Inc.

2. The name and street address of the registered agent and office is: Albert Kelley

926 Truman Ave
Key West, FL 33040

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.



FILED
96 AUG 22 AM 11:39
TAMPA, FLORIDA