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PROMERIE HALL  
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 0721000000032

REFERENCE : 061877 10118C

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : August 22, 1996

ORDER TIME : 9:53 AM

ORDER NO. : 061877

CUSTOMER NO: 10118C

CUSTOMER: Yvonne Mendez, Legal Asst  
DEAN MEAD SPIELVOGEL GOLDMAN &  
BOYD  
Suite 100  
7380 Murrell Road  
Melbourne, FL 32940

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08/22/96--01031--025  
\*\*\*122.50 \*\*\*122.50

DOMESTIC FILING

NAME: OCELOT SOFTWARE, INC.

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: Deborah Schroder

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 AUG 22 PM 12:40

RECEIVED  
96 AUG 22 PM 10:37  
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION  
OF  
OCELOT SOFTWARE, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 AUG 22 PM 12:40

The undersigned, acting as incorporator of this Corporation pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME OF CORPORATION

The name of this Corporation shall be OCELOT SOFTWARE, INC.

ARTICLE II - PURPOSE

The general purpose for which this Corporation is organized shall be to conduct and transact any and all lawful business authorized or not prohibited by Chapter 607 of the Florida Statutes, as the same may be from time to time amended.

ARTICLE III - DATE OF EXISTENCE

This Corporation shall exist perpetually, commencing on the date of filing of these Articles of Incorporation with the Secretary of State.

ARTICLE IV - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of this Corporation shall be located at 12096 North Highway 1A1A, Vero Beach, Florida 32963. The mailing address of the Corporation shall be 12096 North Highway 1A1A, Vero Beach, Florida 32963.

#### ARTICLE V - CAPITAL STOCK

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is one thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

#### ARTICLE VI - INITIAL REGISTERED OFFICE

##### AND REGISTERED AGENT

The initial street address of the registered office of this Corporation in the State of Florida shall be 7380 Murrell Road, Suite 100, Melbourne, Florida, 32940. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Corporation at that address is JOEL E. BOYD. The Board of Directors may from time to time designate a new registered agent.

#### ARTICLE VII - INCORPORATOR

The name and address of the incorporator of this Corporation is:

<u>Name</u>	<u>Address</u>
Mary Beth Golding	12096 North Highway A1A Vero Beach, FL 32963

#### ARTICLE VIII - INITIAL BOARD OF DIRECTORS

A. The initial number of directors of this Corporation shall be one (1).

B. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but shall never be less than one (1).

C. The names and addresses of the initial members of the Board of Directors, who shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, are:

Name

Address

Mary Beth Golding

12096 North Highway A1A  
Vero Beach, FL 32963

ARTICLE IX - STOCK RESTRICTION AGREEMENTS

Agreements among this Corporation's shareholders or between this Corporation and its shareholders may include the following as valid matters of contract: (1) reasonable restrictions upon the transferability or assignment of the shares of stock of this Corporation; (2) obligations, or first refusal rights, to redeem or purchase shares of stock of this Corporation prior to a transfer or assignment of such shares; and (3) the manner in which the shareholders of this Corporation will vote their shares of stock of this Corporation; provided, however, that such agreements shall be made in accordance with the provisions of Sections 607.0731 and 607.0627 of the Florida Statutes. The Board of Directors is specifically authorized to approve agreements between this Corporation and its shareholders made in accordance with the provisions of Sections 607.0731 and 607.0627 of the Florida Statutes. Copies of any stock restriction agreement between this Corporation and its shareholders shall be maintained at the principal office of this Corporation.

ARTICLE X - INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Melbourne, Florida, this 21st day of August, 1996.

Mary Beth Golding  
MARY BETH GOLDING

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.

Signature: Joel E. Boyd

JOEL E. BOYD

Date: August 21, 1996

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 AUG 22 PM 12:40