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TELEPHONE SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 072435 81178A

AUTHORIZATION : *Kalucan Pappas*

COST LIMIT : \$ 122.50

RECEIVED
96 SEP -3 AM 10:46
DIVISION OF CORPORATION

ORDER DATE : September 3, 1996

ORDER TIME : 9:59 AM

ORDER NO. : 072435

200001987442

CUSTOMER NO: 81178A

CUSTOMER: Sigrid M. Henshaw, Esq
SIGRID M. HENSHAW, PA

Suite 106
2804 Del Prado Boulevard
Cape Coral, FL 33904

DOMESTIC FILING

NAME: CROCODIAL 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: Daniel W Leggett

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP -3 PM 12:41

9/3/96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP -3 PM 12:41

**ARTICLES OF INCORPORATION
OF
CROCODIAL SOFTWARE INC.**

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this Corporation is CROCODIAL SOFTWARE INC. (the "Corporation").

ARTICLE II - DURATION

The Corporation shall have perpetual existence, except that the same may be dissolved as provided by law.

ARTICLE III - PURPOSE

The Corporation is organized to include the transaction of any or all lawful business for which corporations may be incorporated under Chapter 607 of the Florida Statutes as presently enacted and as may be amended from time to time.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the Corporation is authorized to issue is Three Thousand (3,000) shares of common stock. Such shares shall have a par value of One Dollar (\$1.00) per share.

ARTICLE V - INCORPORATOR

The names and addresses of the persons signing these Articles of Incorporation are:

Ralf Gerche
2022 S.W. 19th Place
Cape Coral, FL 33991

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors of the Corporation shall consist of one (1) Director. The number of Directors of the Corporation may be increased in accordance with the Bylaws thereof, but shall never be less than one (1). The Board of Directors shall designate and elect the Officers of the Corporation. The names and addresses of the initial Directors of the Corporation are as follows:

Ralf Gerche
2022 S.W. 19th Place
Cape Coral, FL 33991

ARTICLE VII - REGISTERED AGENT; REGISTERED AND PRINCIPAL OFFICE

The address of the Registered Office of the Corporation in the State of Florida shall be at 1510 S.E. 20th Court, Cape Coral, FL 33990. The mailing address of the Registered Office of the Corporation shall be the same as the address of its Registered Office. The name of the Registered Agent of the Corporation at the aforesaid address is Christel Mahler-Wolf.

The address of the Principal Office of the Corporation in the State of Florida shall be at 2022 S.W. 9th Place, Cape Coral, FL 33991. The mailing address of the Principal Office of the Corporation shall be P.O. Box 744, Cape Coral, FL 33910.

ARTICLE VIII - POWERS

The Officers, Directors and Shareholders of the Corporation shall possess and enjoy all powers allowed by law except as restricted, limited or prohibited by these Articles of Incorporation, the Bylaws of the Corporation, or by other acts of the Corporation.

ARTICLE IX - AMENDMENTS

The right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, is hereby specifically reserved.

IN WITNESS WHEREOF, the undersigned, for the purpose of forming a Corporation as herein provided under the laws of the State of Florida, does make, subscribe, acknowledge and file the

foregoing Articles of Incorporation, and hereby certifies the facts stated therein to be true, all being done as of this 30th day of August, 1996.


RALF GERCHE

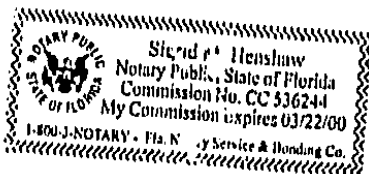
ACKNOWLEDGEMENT

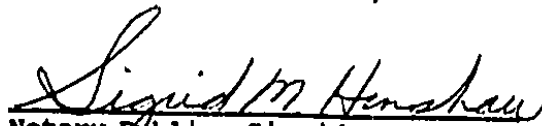
State of Florida))
County of Lee) SS:

FILED
SECRETARY OF STATE
CORPORATIONS
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I hereby certify that before me, the undersigned authority, duly authorized to take acknowledgements and administer oaths in the State of Florida, personally appeared RALF GERCHE, who is personally known to me, as the person who made and subscribed to the foregoing Articles of Incorporation, and certified and acknowledged to me that said Articles were executed by him as his voluntary act and deed for the uses and purposes therein expressed.

WITNESS my hand and seal as of this 30th day of August, 1996.





Notary Public: Sigrid M. Henshaw
Commission No.: CC536244
Expires: 03/22/00

ACCEPTANCE BY REGISTERED AGENT

THE UNDERSIGNED, pursuant to Florida Statutes Section 48.091, having been named to act as Registered Agent of the Corporation known as CROCODIAL SOFTWARE INC., does hereby accept the appointment as Registered Agent of said Corporation.

DATED this 30th day of August, 1996.


CHRISTEL MAHLER-WOLF