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August 27, 1996

Secretary of State
Corporate Division
P.O. Box 6327
Tallahassee, Florida 32301

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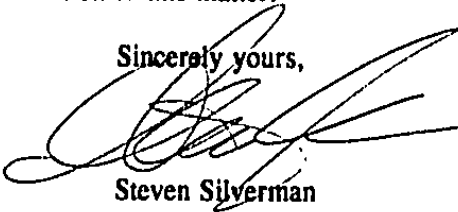
**RE: Prime Software, Inc.
Our File No. 96-3070**

Dear Sir/Madam:

Enclosed herein please find the Articles of Incorporation for the above named entity. Also enclosed is my check in the amount of \$122.50 for filing the Articles. Please return to the undersigned a certified copy of the Articles.

Thank you for your courtesy and attention to this matter.

Sincerely yours,


Steven Silverman

SS/es
Enclosures

SEP 30 PM 4:22
TALLAHASSEE, FLORIDA

SEP 05 1996

**ARTICLES OF INCORPORATION
OF
PRIME SOFTWARE, INC.**

1971 1 15
FILED IN 4-22
TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act hereby adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation is: **PRIME SOFTWARE, INC.**

ARTICLE II

DURATION

The term of existence of the corporation is perpetual, commencing on the date of receipt and acknowledgment of the Articles by the Secretary of State.

ARTICLE III

PURPOSE

The purpose for which the corporation is organized is to engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV
CAPITAL STOCK

The aggregate number of shares that the corporation shall have the authority to issue is 1,000 shares of capital stock with a par value of \$1.00 per share.

The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time. The shares of the corporation are not to be divided into classes.

ARTICLE V
DIVIDENDS

The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

ARTICLE VI
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of his corporation, shall have the right to purchase his prorata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII

PRINCIPAL PLACE OF BUSINESS

The principal office of the corporation shall be located at:

3900 Northwest 79th Avenue
Miami, Florida 33166

ARTICLE VIII

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the corporation is:

3900 Northwest 79th Avenue
Miami, Florida 33166

The name and address of the initial registered agent of the corporation is:

BARRY G. SHOOR
3900 Northwest 79th Avenue
Miami, Florida 33166

ARTICLE XI

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) directors initially. The number of directors may be increased or diminished from time to time by the by-laws. The names and addresses of the initial directors of this corporation are:

BARRY G. SHOOR, President\Secretary\Treasurer
3900 Northwest 79th Avenue
Miami, Florida 33166

ARTICLE X
INCORPORATORS

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

BARRY G. SHOOR
3900 Northwest 79th Avenue
Miami, Florida 33166

ARTICLE XI
ACTIONS OF DIRECTORS WITHOUT MEETING

The directors of this corporation may take action by written consent as provided by law.

ARTICLE XII
MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in regular or special meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE XIII
INDEMNIFICATION

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

ARTICLE XIV
AMENDMENT

The corporation reserves this 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.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation on this 8 day of 26, 1996.




BARRY G. SHOOR

STATE OF FLORIDA }
 } SS:
COUNTY OF DADE }

Before me, the undersigned authority, personally appeared, **BARRY G. SHOOR**, to me well known and known to be the person described in and who executed the foregoing Articles of Incorporation and he acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and seal this 26 day of August, 1996.



NOTARY PUBLIC, STATE OF FLORIDA
Print Name: STEVEN SILVERMAN

My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

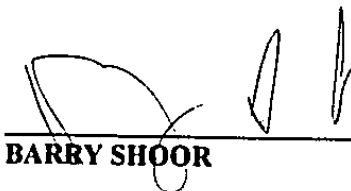
In compliance with section 48.091, FLORIDA STATUTES, the following is submitted:
That **PRIME SOFTWARE, INC.**, desiring to organize or qualify under the laws of the State of
Florida, with its principal place of business at City of Miami, State of Florida, has named **BARRY
G. SHOOR**, located at 3900 Northwest 79th Avenue, Miami, Florida 33166, as its agent to accept
service of process within Florida.



BARRY G. SHOOR

Having been named to accept service of process for the above stated corporation, at the
place designated in this certificate, I hereby agree to act in this capacity, and I further agree
to comply with the provisions of all statutes relative to the proper and complete performance
of my duties.

Dated this 26 day of August, 1996.



BARRY SHOOR

FILED
06 AUG 30 PM 1:27
TALLAHASSEE, FLORIDA