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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 OCT 14 PM 12:45

**TRANSMITTAL LETTER**

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

700001973027--7  
-10/15/96--01004--003  
\*\*\*122.50 \*\*\*122.50

SUBJECT: WILLIAMS SOFTWARE, INC.  
(proposed corporate name)

Enclosed is an original and one (1) copy of the articles of incorporation and our check for 122.50 dollars. Please return using the enclosed Federal Express Label Next Day Air. Fedex Account : 1570-7823-2

FROM:

WILLIAM J DELISI  
Name(printed or typed)  
  
10386 SAND DOLLAR PLACE  
Address  
  
BOCA RATON, FLORIDA 33488  
City, State & Zip  
  
(561) 367-1559  
Telephone Number

Note: Please provide the original and one copy of the Articles.

D. BROWN OCT 16 1996

ARTICLES OF INCORPORATION  
OF  
WILLIAMS SOFTWARE, INC.

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ARTICLE ONE (NAME)

The name of the corporation shall be : WILLIAMS SOFTWARE, INC.

ARTICLE TWO (PRINCIPAL OFFICE)

The principal place of business and mailing address of this corporation shall be :

WILLIAMS SOFTWARE, INC.  
20547 Old Cutler Road  
Suite 222  
Miami, Florida 33189

ARTICLE THREE (CAPITAL STOCK)

The aggregate number of shares which the corporation shall have authority to issue is 1000 shares of no par value with Preemptive rights. These shares will be of one class of stock with voting or non-voting rights as designated on the Certificate at the time of issue.

ARTICLE FOUR (REGISTERED AGENT)

The name and address of the initial registered agent is:

William J. DeLisi  
10386 Sand Dollar Place  
Boca Raton, Florida 33498

ARTICLE FIVE (INCORPORATORS)

The names and street addresses of the incorporators to these Articles of Incorporation are:

William J. DeLisi  
10386 Sand Dollar Place  
Boca Raton, Florida 33498

ARTICLE SIX (DURATION)

Period of its duration is perpetual.

ARTICLE SEVEN (PURPOSE)

The purpose for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Florida Corporation Act.

ARTICLE EIGHT (Directors)

The number of directors constituting the initial board of directors is two, and the names and addresses of the person or persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
William J. DeLisi	10386 Sand Dollar Place Boca Raton, FL 33498
William Sergio	20547 Old Cutler Road Suite 222 Miami, Florida 33189

The Board of Directors is empowered to make, alter or repeal the Bylaws of the corporation without restriction of their powers conferred by statute.

ARTICLE NINE (INDEMNIFICATION)

The Corporation shall indemnify any Officers, Directors, Incorporators or Registered Agents, present or former, to the full extent permitted by law.

The undersigned incorporators have executed these Articles of Incorporation this 9 day of October, 1996 .

 10/9/96  
Signature

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Pursuant to the provisions of sections 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 : Williams Software, Inc.

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

William J. DeLisi

(NAME)

10386 Sand Dollar Place

(ADDRESS)

Boca Raton, Florida 33498

(CITY/STATE/ZIP)

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.

SIGNATURE

DATE

10/9/96