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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4801

FROM: FILLINGS, INC.
CONTACT: TERESA ROMAN
PHONE: (904) 305-6735

ACCT#: 072720000101

FAX #: (904) 305-6761

NAME: A.W. SOFTWARE SERVICES, INC.
AUDIT NUMBER.....H9600001575H
DOC TYPE.....FLORIDA NON-PROFIT CORPORATION
CERT. OF STATUS...U PAGES..... 4
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**ARTICLES OF INCORPORATION
OF
A.W. SOFTWARE SERVICES, INC.**

**ARTICLE I.
NAME.**

The name of the Corporation is: A.W. SOFTWARE SERVICES, INC.

**ARTICLE II.
DURATION.**

The Corporation shall commence its existence upon the filing of these Articles of Incorporation and shall continue perpetually thereafter.

**ARTICLE III.
PURPOSE.**

This Corporation is organized to perform all and any lawful business activities not prohibited by the laws of the State of Florida.

**ARTICLE IV.
PRINCIPAL OFFICE AND MAILING ADDRESS.**

The principal office and mailing address of the Corporation is: A.W. Software Services, Inc., 4146 N.W. 90th Avenue, #203, Coral Springs, Florida 33063.

**ARTICLE V.
CAPITAL STOCK.**

The Corporation is authorized to issue ONE THOUSAND (1000) shares of \$1.00 Dollar (\$1) par value common stock, which shall be designated "Common Shares".

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PREPARED BY
LAWRENCE A. CAPLAN, P.A.
2424 N. FEDERAL HWY. SUITE 257
BOCA RATON, FLORIDA 33431
FLA. BAR #400531
407-750-3974

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ARTICLE VI.
INITIAL REGISTERED AGENT AND OFFICE.

The initial Registered Agent and the street address of the registered office of the corporation is:

LAWRENCE A. CAPLAN, P.A.
2424 N. FEDERAL HWY., SUITE 257
BOCA RATON, FLORIDA 33431

ARTICLE VII.
INCORPORATOR.

The person signing these Articles of Incorporation is:

LAWRENCE A. CAPLAN, ESQ.
2424 N. FEDERAL HWY., SUITE 257
BOCA RATON, FLORIDA 33431

ARTICLE VIII.
DIRECTORS

The initial directors of the Corporation and their addresses are as follows:

ADAM WEINER
4146 N.W. 90th Avenue #203
Coral Springs, Florida 33065

ARTICLE IX.
POWERS.

The Corporation shall have all of the corporate powers allowed it under Chapter 607, Florida Statutes.

ARTICLE X.
AMENDMENT.

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them, and any rights conferred upon the shareholders are subject to this reservation.

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IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 6th day of November, 1996.


LAWRENCE A. CAPLAN, Incorporator

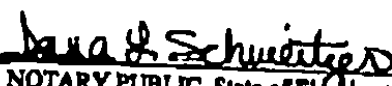
STATE OF FLORIDA :

! ss:

COUNTY OF PALM BEACH :

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, LAWRENCE A. CAPLAN, to me well known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he signed and executed the same for the purposes stated therein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Boca Raton, Palm Beach County, Florida, this 6th day of November, 1996.


NOTARY PUBLIC, State of Florida at Large

My Commission Expires:



DANA L. SCHWEITZER
My Commission Expires
Expires Mar. 13, 2001

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**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE FOR SERVICE OF PROCESS**

In compliance with Sections 607.0501 and 48.091, Florida Statutes, the following is submitted:

That A.W. SOFTWARE SERVICES, INC., desiring to organize or qualify under the laws of the State of Florida, has named LAWRENCE A. CAPLAN, P.A., located at 2424 N. Federal Hwy., Suite 257, Boca Raton, Florida 33431, as its Registered Agent to accept service of process within the State of Florida.


LAWRENCE A. CAPLAN, Incorporator

NOVEMBER 6, 1996
DATE

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 the capacity of Registered Agent, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


LAWRENCE A. CAPLAN, P.A.
Registered Agent

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