

CAPITAL CONNECTION, INC.

317 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

5/11/13
~~_____~~
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REQUEST TAKEN CONFIRMED APPROVED
 DATE _____
 TIME _____ CK No. _____
 BY PAK _____

WALK-IN Will Pick Up 115 11/13 11/13

96000092671

RE: American Software
+ Computer Integrators,
Inc.

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(a)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement	****122.50	****122.50
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () pgs.		
SUBTOTALS _____		

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 -11705295-01026-017
 96 NOV 12 AM 9:21
 TALLAHASSEE, FLORIDA
 FILED

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____
.....	\$ _____

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 10% per Annum.

THANK YOU
 from
 Your Capital Connection



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 5, 1996

CAPITAL CONNECTION, INC.
417 E. VIRGINIA STREET
SUITE 1
TALLAHASSEE, FL 32301

SUBJECT: AMERICAN SOFTWARE & COMPUTER INTEGRATORS, INC.
Ref. Number: W96000023409

Copy of A

We have received your document for AMERICAN SOFTWARE & COMPUTER INTEGRATORS, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The person designated as registered agent in the document and the person signing as registered agent must be the same.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6926.

Teresa Brown
Corporate Specialist

Letter Number: 696A00050702

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
AMERICAN SOFTWARE & COMPUTER INTEGRATORS, INC.

ARTICLE I. NAME

The name of this corporation shall be AMERICAN SOFTWARE & COMPUTER INTEGRATORS, Inc.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of the corporations existence shall be at the time of filing of these Articles of Incorporation by the Secretary of State. The Corporation shall enjoy a perpetual existence unless earlier dissolved.

ARTICLE III. PURPOSE

The corporation is being organized for the purpose of engaging in the business of marketing, selling, distribution, and/or providing services for household and/or commercial use products and the transacting of any and all business permitted under the laws of the State of Florida, and the United States of America.

ARTICLE IV. PRINCIPAL OFFICE, INITIAL REGISTERED OFFICE & AGENT

The corporation's principal office shall be:

520 N.W. 165 STREET ROAD SUITE #105
MIAMI, FL 33180

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

MICHELE J. KITCHNER C/O ASCI, INC.
520 N.W. 165 STREET ROAD SUITE #105
MIAMI, FL 33180

ARTICLE V. CAPITAL STOCK

The corporation is authorized to issue 500 shares of no par value common stock.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

The Corporation shall initially have three Directors. The number of Directors may be increased or decreased from time to time in accordance with the By-laws of the Corporation, but shall never be less than one. The name and address of the initial directors are:

MICHELE J. KITCHNER
520 N.W. 165 STREET ROAD SUITE #105 SUITE 1
MIAMI, FL 33180

EILEEN MARCUS
520 N.W. 165 STREET ROAD SUITE #105 SUITE 1
MIAMI, FL 33180

RIFKA MENDELSON
520 N.W. 165 STREET ROAD SUITE #105 SUITE 1
MIAMI, FL 33180

ARTICLE VII. INDEMNIFICATION

The Corporation shall indemnify any Director or Officer, current or former, to the fullest extent of the law.

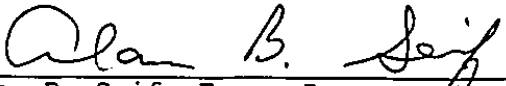
ARTICLE IIX. INCORPORATOR

The name and address of the Incorporator filing these Articles of Incorporation is:

ALAN B. SEIF, ATTORNEY
1110 N.E. 163RD STREET, SUITE 4
NORTH MIAMI BEACH, FL 33162
(305) 945-6280

ARTICLE IX. AMENDMENT

This corporation reserves the right to amend or repeal any provision in these Articles of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

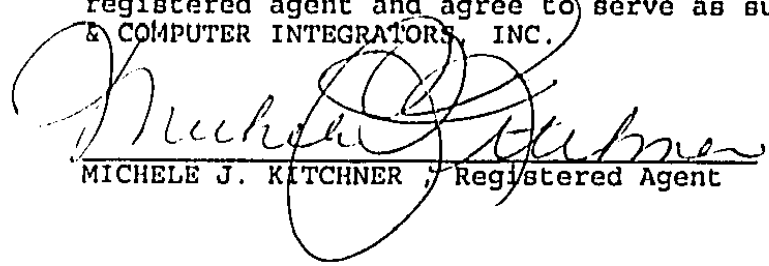


Alan B. Seif, Esq., Incorporator


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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DESIGNATION OF AND ACCEPTANCE BY REGISTERED AGENT

I, MICHELE J. KITCHNER, hereby accept the designation as registered agent and agree to serve as such for AMERICAN SOFTWARE & COMPUTER INTEGRATORS, INC.


MICHELE J. KITCHNER, Registered Agent

MICHELE J. KITCHNER, designated above to be the initial registered agent who is personally known to me, or whom produced a Florida drivers license as identification, personally appeared before me at the time of notarization, and, under oath, acknowledged signing these Articles of Incorporation of AMERICAN SOFTWARE & COMPUTER INTEGRATORS, INC.


Notary Public

11/6/96
Date

ALAN B. SEIF
Printed or Typed Name

OFFICIAL NOTARY SEAL
ALAN B SEIF
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO CC258962
MY COMMISSION EXP. FEB. 10 1997