

1201 HAYS STREET  
TALLAHASSEE, FL 32301-2607  
TEL: 904-222-0000 FAX: 904-222-0001

800-342-8086



ACCOUNT NO. : 072100000032

REFERENCE : 153084 11626A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : November 13, 1996

ORDER TIME : 9:23 AM

ORDER NO. : 153084-005

CUSTOMER NO: 11626A

CUSTOMER: Ms. Karen A. Retherford  
MYERS KRAUSE & STEVENS

Suite 600  
5811 Pelican Bay Boulevard  
Naples, FL 33963

000102002740--5  
-11/13/96--01095--007  
\*\*\*\*122.50 \*\*\*\*122.50

DOMESTIC FILING

NAME: MKS 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: Deborah Schroder

EXAMINER'S INITIALS:

11.13.96  
KR

FILED  
96 NOV 13 PM 2:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
96 NOV 13 AM 10:33  
DIVISION OF CORPORATION

FILED  
96 NOV 13 PM 2:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

The undersigned Incorporator to these Articles of Incorporation, competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

**ARTICLE I - NAME**

The name of the corporation is MKS SOFTWARE, INC.

**ARTICLE II - ADDRESS**

The principal place of business and mailing address of the corporation is Suite 600, 5811 Pelican Bay Boulevard, Naples, Florida, 34108.

**ARTICLE III - PURPOSE**

This corporation is organized to develop, promote, and sell software programs designed to calculate retirement plan distributions and model various financial planning alternatives, and to engage in or transact any or all lawful activities or business.

**ARTICLE IV- CAPITAL STOCK**

The number of shares of stock that this corporation is authorized to issue is one thousand (1,000) shares of common stock having a par value of \$1.00 per share.

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is Suite 600, 5811 Pelican Bay Boulevard, Naples, Florida, 34108, and the name of the initial registered agent of this corporation at that address is RICHARD S. FRANKLIN.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are RICHARD S. FRANKLIN, Suite 600, 5811 Pelican Bay Boulevard, Naples, Florida, 34108.


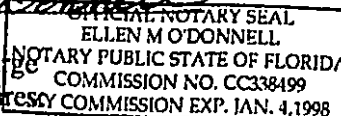
IN WITNESS WHEREOF, the Incorporator has hereunto set his hand and seal and acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 12 day of November, 1996.

  
\_\_\_\_\_  
RICHARD S. FRANKLIN

STATE OF FLORIDA

COUNTY OF COLLIER

Before me, a Notary Public, the foregoing instrument was acknowledged this 12<sup>th</sup> day of November, 1996, by RICHARD S. FRANKLIN, who is personally known to me.

  
Notary Public  
State of Florida at Large  
My Commission Expires January 4, 1998  


Ellen M. O'Donnell  
(Printed, typed or stamped commissioned name of Notary Public)

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT AND  
REGISTERED OFFICE

MKS SOFTWARE, INC.

Pursuant to the provisions of section 607.0501, Florida Statutes, MKS SOFTWARE, INC., desiring to be 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 and address of the registered agent and office is:

RICHARD S. FRANKLIN  
Suite 600  
5811 Pelican Bay Blvd.  
Naples, Florida 34108

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.

  
\_\_\_\_\_  
RICHARD S. FRANKLIN  
Registered Agent

Date: 11/12/96

FILED  
96 NOV 13 PM 2:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA