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BORDELON & TIDWELL
ATTORNEYS AT LAW

John S. Bordelon, J.D., LL.M.*
Michael D. Tidwell, J.D.
Matthew D. Bordelon, J.D.

November 13, 1996

2717 Gulf Breeze Parkway
Gulf Breeze, Florida 32561-3079
Fax 904-934-1050
Tel 904-934-1000

*Also admitted in La.

Florida Department of State
Division Of Corporations
Tallahassee, FL 32399

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-11/19/96--01139--002
*****70.00 *****70.00

Re: DOCKSIDE SOFTWARE, INC.

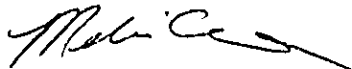
Dear Sir or Ma'am:

Enclosed is an original and one copy of the Articles of Incorporation for the above company name. Please file the original with the Secretary of State's office and return to us the file stamped copy.

I am also enclosing a check made payable to the Florida Department of State in the amount of \$70.00 for the filing fee and registered agent designation.

Thank you for your assistance with this matter. Should you have any questions or require any additional information, please advise.

Sincerely,



Melissa J. Calvert
Legal Assistant to
Michael D. Tidwell, Esq.

/mjc

Enclosures

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLE I.
NAME**

The name of the corporation shall be DOCKSIDE SOFTWARE, INC.

**ARTICLE II.
DURATION**

The duration of the corporation shall be perpetual.

**ARTICLE III.
PURPOSE**

The corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE IV.
CAPITAL STOCK**

The corporation is authorized to issue TEN THOUSAND (10,000) shares of One Dollar (\$1.00) par value common stock.

**ARTICLE V.
STOCK RESTRICTIONS**

No transfer of any shares of stock of the corporation (other than by gift, by will, or by the laws of descent and distribution) shall be made on the books of the corporation, and no unregistered transfer of any legal or equitable interest in any such shares shall be made or be effective unless all the provisions of this Article shall have been complied with. First the shares shall be offered in writing to the corporation and its stockholders for sale to them at a price fixed in such offer. The offer shall be delivered or mailed to the corporation. The corporation may, within ten days after the receipt of such written offer, purchase all or any part of such shares by mailing or delivering a written acceptance to that effect to the person making such offer. If the corporation shall accept such offer in whole or in part, it shall specify a settlement date not more than five days after the date of such acceptance for the delivery to it, against payment, of the certificates representing the shares so purchased. Such certificates shall be delivered duly endorsed for transfer with signature guarantee and with all required tax stamps affixed or with funds for payment of such taxes. If the corporation shall not

purchase all such shares, the corporation shall on behalf of the registered owner promptly notify its stockholders in writing by mail or personal delivery that the balance of such shares is available for purchase by stockholders at the price specified in the offer. Each stockholder may elect to purchase all or any part of such shares by written acceptance to that effect received by the corporation within fifteen days after the date of mailing or delivery of such notification. If stockholders shall elect to purchase in the aggregate more shares than are available, the available shares shall be divided among the accepting stockholders in proportion to their registered ownership of shares of the corporation, rounding out fractions of shares, if any in favor of the smaller stockholders, and without allocating to any stockholder shares that he does not desire to purchase. Such apportionment shall be made by the president of the corporation and he shall fix the earliest practicable settlement date for the completion of the purchase of such shares and shall notify all interested persons or the apportionment and the settlement date by such means as he shall deem sufficient. Promptly after such settlement, or if no stockholders elect to purchase such shares than promptly after the expiration of the time for such election, the president shall determine whether all the provisions of this Article have been complied with, and if they have, he shall declare the unpurchased shares free shares and shall notify the registered owner of such determination. For a period of three months beginning on the first full business day following the date of such notification, the shares so declared to be free may be sold by the owner thereof to any person, whether or not a stockholder, at a price not less than the price at which the shares were offered to the corporation and its stockholders. After such three month period, such shares shall again become subject to the restrictions imposed by this Article. The president's decision regarding the apportionment among the stockholders, the settlement, and all matters relating to the interpretation of this Article shall be final. In the absence of the president, such decisions shall be made by a vice president. The stockholders have specified that this Article shall not be amended by the board of directors.

Every certificate representing shares that are restricted as to the sale, disposition or other transfer of the shares shall state that the shares are restricted as to transfer and shall set forth or fairly summarize upon the certificate, or shall state that the corporation will furnish to any shareholder upon request and without charge a full statement of the restrictions.

ARTICLE V.
PRINCIPAL OFFICE AND MAILING ADDRESS
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The principal place of business and the mailing address of the corporation is 1525 Valpraiso Boulevard, Niceville, Florida 32578.

The street address of the initial registered office of the corporation is 921 Denton Boulevard, Apt. 607, Ft. Walton Beach, Florida 32547-1650, and the initial registered agent at such address is James Cecil Ulry.

ARTICLE VI.
INITIAL BOARD OF DIRECTORS

The corporation shall have three (3) Directors initially. The number of Directors may be either increased or diminished from time to time by the bylaws but shall never be less than one.

ARTICLE VII.
INCORPORATOR

The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
James Cecil Ulry	921 Denton Boulevard, Apt. 607 Ft. Walton Beach, Florida 32547

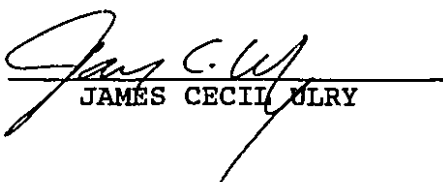
ARTICLE VIII.
BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX.
AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 28~~th~~ day of October, 1996.


JAMES CECIL ULRY

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept the service of process for the above-stated corporation, at the place designated in the Articles of Incorporation, the undersigned hereby accepts to act in this capacity and agrees to comply with the provisions of law relative to keeping open said office. I am familiar with and accept the obligations of my position as registered agent.

Dated this 29 day of October, 1996.


JAMES CECIL ULRY

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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BORDELON & TIDWELL
ATTORNEYS AT LAW

John S. Bordelon, J.D., LL.M.*
Michael D. Tidwell, J.D.
Matthew D. Bordelon, J.D.

December 16, 1996

2717 Gulf Breeze Parkway
Gulf Breeze, Florida 32561-3079
Fax 904-934-1050
Tel 904-934-1000

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Florida Department of State
Division Of Corporations
Tallahassee, FL 32399

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*****35.00 *****35.00

Re: DOCKSIDE SOFTWARE, INC.


Dear Sir or Ma'am:

Enclosed is a Statement of Change of Registered Office and Registered Agent for filing with the Secretary of State's office.

I am also enclosing a check made payable to the Florida Department of State in the amount of \$35.00 for the filing fee and registered agent designation.

Thank you for your assistance with this matter. Should you have any questions or require any additional information, please advise.

Sincerely,


Melissa J. Calvert
Legal Assistant to
Michael D. Tidwell, Esq.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

/mjc

Enclosures

RA Chg.

VS DEC 31 1996

STATEMENT OF CHANGE OF REGISTERED OFFICE AND REGISTERED AGENT

Pursuant to the provisions of Section 617.0502, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement for the purpose of changing its registered office and registered agent in the State of Florida.

1. The name of the Corporation is: Dockside Software, Inc.

Date of incorporation: November 18, 1996
Document Number: P96000095490

2. The name and address of its present registered agent is

JAMES CECIL ULRY
921 Denton Boulevard, Apt. 607
Ft. Walton Beach, FL 32547-1650

3. The name and street address to which its registered agent is to be changed is:

JOHN ALLEN
1525 Valpariso Boulevard
Niceville, FL 32578

4. The street address of its registered office and the street address of the business office of its registered agent, as changed, are identical.

5. Such change was authorized by resolution duly adopted by its board of directors or by an officer of the corporation so authorized by the board of directors.

John Allen
JOHN ALLEN

DATE: 12/14/96

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATE 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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT UNDER SECTION 617.0501, FLORIDA STATUTES.

SIGNATURE: John Allen

DATE: 12/14/96

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SECRETARY OF STATE
TALLAHASSEE FLORIDA