



THE UNITED STATES
CORPORATION
COMPANY

P96000 103748

ACCOUNT NO. : 072100000032

REFERENCE : 202789 81605A

AUTHORIZATION :

COST LIMIT : \$ 122.50

Patricia Pizutto

ORDER DATE : December 27, 1996

ORDER TIME : 9:06 AM

ORDER NO. : 202789-005

CUSTOMER NO: 81605A

300002039258--3

CUSTOMER: Aaron J. Gold, Esq
GOLD RESNICK & SEGALL, P.A.

704 West Bay Street

Tampa, FL 33606

DOMESTIC FILING

NAME: PF1 SOFTWARE DEVELOPMENT, 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: Kathy Drake

EXAMINER'S INITIALS:

Dmc
12/27/96

FILED
96 DEC 27 PM 12:13
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

- of -

PF1 SOFTWARE DEVELOPMENT, INC.

FILED
96 DEC 27 PM 12:13
TALLAHASSEE FLORIDA

The undersigned, **MICHAEL W. BAUER**, whose address is 9907 Cypress Shadow Avenue, Tampa, Florida 33647, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the Corporation shall be:

PF1 SOFTWARE DEVELOPMENT, INC.

The principal place of business of this Corporation shall be 4702 West Comanche Avenue, Tampa, Florida 33647.

ARTICLE II

The period of duration of the corporation shall be perpetual.

ARTICLE III

The purpose or purposes for which the Corporation is organized is as follows:

To engage in any activity or business not forbidden by the Florida corporation laws, or by other law, or by these Articles of Incorporation, and to carry on said activity or business in any state, territory, district or possession of the United States or in any foreign country to the extent that the activity or business is not forbidden by the law of the state, territory, district or possession of the United States or of any foreign country.

ARTICLE IV

The aggregate number of shares that the corporation shall have authority to issue is One Thousand shares (1,000) of capital stock with a par value of One & 00/100 Dollars (\$1.00) per share.

ARTICLE V

The initial street address in Florida of the initial registered office of the corporation is 704 West Bay Street, Tampa, Florida 33606, and the name of the initial Registered Agent at said address is Aaron J. Gold, Esquire.

ARTICLE VI

The initial Board of Directors shall consist of one (1) member, who need not be a resident of the State of Florida or a shareholder in the Corporation.

ARTICLE VII

The name and address of the person who shall serve as Director until the first annual meeting of shareholders or until his successor shall have been elected and qualified is as follows:

Michael W. Bauer

9907 Cypress Shadow Avenue
Tampa, Florida 33614

ARTICLE VIII

The shareholders shall have the power to adopt, amend, alter or change or repeal the Articles of Incorporation when proposed and approved at a shareholders' meeting with no less than a majority of the vote of the common stock.

ARTICLE IX

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of stock of this corporation as may be issued for money or any property or services, from time to time, and in addition to the stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder to all shares of common stock currently authorized and issued.

ARTICLE X

10.1 The Corporation shall indemnify each of its officers, directors, and employees, whether or not then in office, and his or her heirs and legal representatives against all expenses, judgments, decrees, fines, penalties, or other amounts paid in satisfaction of, in settlement of, or in connection with the defense of any pending or threatened action, suit, or proceeding, civil or criminal, to which he or she is or may be made a party by reason of having been a director, officer, or employee of the Corporation. Without limitation, the term "expenses" shall include all counsel fees, expert witness fees, court costs and any other costs of a similar nature. The Corporation shall not, however, indemnify any officer, director, or employee until a majority of the Board of Directors has determined by majority vote at a meeting or by a written instrument signed by a majority of all of the directors, that the officer, director or employee

(a) Was not grossly negligent in his or her duty to the Corporation, nor guilty of intentional misconduct in the performance of duties to the Corporation;

(b) Acted in good faith in what he or she reasonably believed to be in the best interests of the Corporation; and

(c) In any matter subject to criminal action, suit or proceeding, had no reasonable cause to believe that the conduct was unlawful.

In making this determination, all of the directors, including any director who is a party to or threatened with the action, suit, or proceeding, shall be entitled to vote at the meeting or to sign the written instrument and thereby be counted for all purposes in determining a majority of the Board of Directors.

10.2 Any officer, director, or employee who is entitled to indemnification from the Corporation may make a written demand on the Board of Directors, by serving the written demand

on the President or the Secretary (unless the President and the Secretary are both making the demand, in which case service may be made on any other officer of the Corporation). If the Board of Directors does not, within fifteen (15) days after service of the written demand, determine that the officer, director or employee is entitled to indemnification, the officer, director, or employee may, within sixty (60) days following the date of service of the demand, apply to a court of general jurisdiction in the county in which the Corporation maintains its principal office, to consider the matters referred to in subparagraphs (a), (b), and (c) of paragraph 10.1. If the court determines that the conduct of the officer, director, or employee was such as to meet the requirements in the subparagraphs, the court shall order the Corporation to indemnify the officer, director, or employee to the same extent as if the Board of Directors had originally made the determination.

IN WITNESS WHEREOF, the undersigned has made and subscribed to the above Articles of Incorporation at Tampa, Florida, on the 20th day of December, 1996.

Michael W. Bauer
MICHAEL W. BAUER

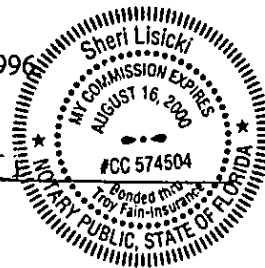
**STATE OF FLORIDA
COUNTY OF HILLSBOROUGH**

BEFORE ME, the undersigned authority, personally appeared **MICHAEL W. BAUER**, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal this 30 day of December, 1996

Shari Lisicki
NOTARY PUBLIC

My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**


FILED
96 DEC 27 PM 12:13
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That **PF1 SOFTWARE DEVELOPMENT, INC.**, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the City of Tampa, County of Hillsborough, and State of Florida, has named **Aaron J. Gold, Esquire**, located at 704 West Bay Street, Tampa, Florida 33606, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



AARON J. GOLD, ESQUIRE
Registered Agent