

9700008236

January 3, 1997

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Florida Dept. of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

Subj: Incorporation of ~~SECRET~~ SOFTWARE, INC.

Dear Sir:

Enclosed please find the following:

1. The original and one copy of the Articles of Incorporation for the subject corporation. Please certify one copy and return it to the undersigned.
2. My check in the amount of \$122.50 to cover the filing fee.
3. Designation of Resident Agent.

Kindly acknowledge filing of these Articles of Incorporation, in compliance with Florida law and return the certified copy of the Articles of Incorporation to the undersigned at Express Legal Services, Inc., 1103 W. Hibiscus Blvd #302, W. Melbourne, FL 32904.

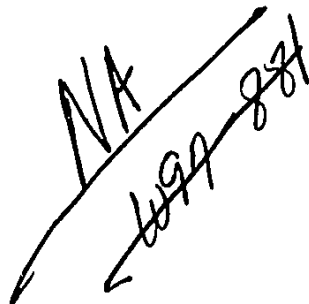
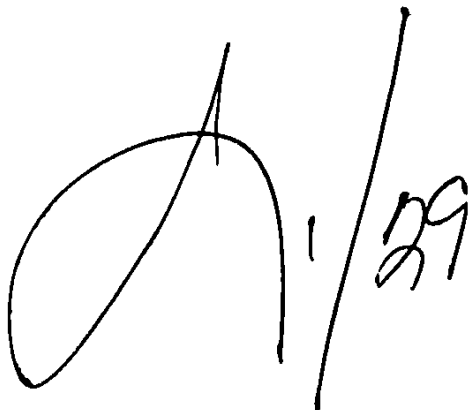
Thank you for your assistance in this matter.

Sincerely,



RICHARD LEE SOPER

FILED
97 JAN 29 PM 1:19
SECRETARY OF STATE
TALLAHASSEE FLORIDA





FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 14, 1997

EXPRESS LEGAL SERVICES INC.
1103 W. HIBISCUS BLVD.
#302
WEST MELBOURNE, FL 32904

SUBJECT: COMPASS SOFTWARE, INC.
Ref. Number: W97000000881

We have received your document for COMPASS SOFTWARE, 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 name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 697A00001816

ARTICLES OF INCORPORATION
OF
DIGITAL AGE, INC.

97 JAN 29 PM 1:19
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

ARTICLE I. NAME

The name of this corporation is DIGITAL AGE, INC.

ARTICLE II. DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

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

ARTICLE IV. CAPITOL STOCK

This corporation is authorized to issue 1,000.00 shares of \$1.00 par value common stock, which shall be designated "common shares".

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2870 Harper Rd., Melbourne, Florida 32904 and the name of the initial registered agent of this corporation at that address is RICHARD LEE SOPER.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have two 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. The name and address of the initial directors of this corporation are:

RICHARD LEE SOPER
5 Sinclair Circle
Indialantic, Florida 32903

ROBERT ALAN SOPER
7529 Crested Butte Dr.
Plano, Texas 75025

ARTICLE VIII. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the corporation is located at 2870 Harper Rd. Melbourne, Florida 32904, and the mailing address of the corporation is 2870 Harper Rd. Melbourne, Florida 32904.

ARTICLE IX. INCORPORATOR

The name and address of the person signing these articles is:

RICHARD LEE SOPER
5 Sinclair Circle
Indialantic, Florida 32903

ARTICLE X. AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned subscriber has executed these articles of incorporation on this 18TH day of January, 1997.

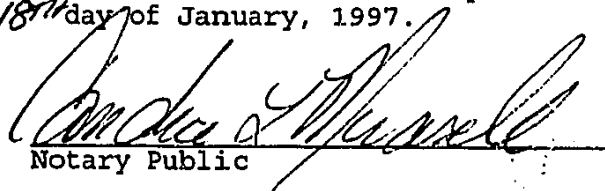


RICHARD LEE SOPER

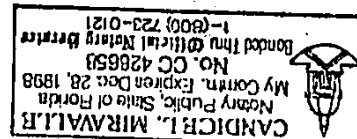
STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared RICHARD LEE SOPER to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 18TH day of January, 1997.



Notary Public



DESIGNATION
AS
REGISTERED AGENT

In compliance with Section 48.091, and Section 607.034, Florida Statutes, the following is submitted:

That DIGITAL AGE, INC., desiring to organize under the laws of the State of Florida, with its principal office at 2870 Harper Rd. Melbourne, Florida 32904, has named RICHARD LEE SOPER, located at 2870 Harper Rd., Melbourne, Florida 32904, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.



RICHARD LEE SOPER
Registered Agent

97 JAN 29 PM 1:19
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED