CHARLES PERRY, ATTORNEY 1100 Cleveland Street, Suite 900 Clearwater, FL 34615

(813) 442-9330 Fax: 461-1872

January 24, 1997

Secretary of State Division of Corporations New Filings PO Box 6327 Tallahassee, FL 32314 100002069311--4 -01/27/97-01041-020 *****78.75 *****78.75

RE: 21st Century Cobol Conversions, Inc.,

Dear Sir:

Enclosed please find the original and one copy of the articles of incorporation of the above corporation. I do not desire a certified copy. Please stamp the copy and return to me with a certificate of status.

A check for \$78.75 is enclosed.

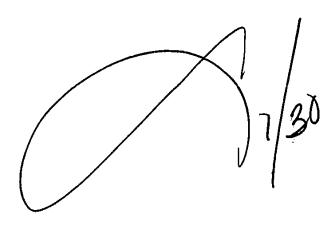
Sincerely yours,

Charles Perry

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EFFECTIVE DATE

37 JAN 27 PM 3: 37
SECRETARY OF STATE
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ARTICLES OF INCORPORATION

OF

21st Century Cobol Conversions, Inc.

97 JAN 27 PM 3: 37
SECRETARY OF STATE
TALL AHASSEE FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

- 1. The name of the corporation is 21st Century Cobol Conversions, Inc..
- 2. The period of its duration is perpetual.
- 3. The purpose of the corporation is to engage in computer programming and any businesses or activities which are permitted under the laws of the United States and the State of Florida.
- 4. The corporation shall have authority to issue 10,000 shares of one dollar par value common stock.
- 5. The address of the corporation's initial registered office is 1100 Cleveland Street, Clearwater, FL 34615. The name of the registered agent at such address is Charles Perry.
- The principal office of the corporation is located at 2035 Winding Oaks Drive, Palm Harbor, FL 34683.
- 7. The number of directors constituting the initial Board of Directors are three whose names and addresses are:

Steve Colbran 2035 Winding Oaks Dr.

Faye Pelayo 2035 Winding Oaks Dr. Edward N. Sills

Palm Harbor, FL 34683

Palm Harbor, FL 34683

2035 Winding Oaks Dr. Palm Harbor, FL 34683

- 8. The name and address of the incorporator is Charles Perry, 1100 Cleveland Street, #900, Clearwater, Florida 34615.
 - 9. The Board of Directors shall have authority to adopt an embossed seal and printed stock

certificates for the use of the corporation.

- 10. The corporation shall indemnify each director to the fullest extent permitted by law.
- 11. Corporate existence shall begin on January 24, 1997.
- 13. Cobol may be spelled as COBOL in any business applications, being an acronym for

Common Business Oriented Language, a computer programming language.

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Ketty Bard Kathy Baird, Incorporator
STATE OF FLORIDA)
) S.S.
COUNTY OF PINELLAS)
Before me, the undersigned authority, personally appeared Kathy Baird, well known to me to be the person described in and who subscribed the forgoing Articles of Incorporation and she did freely and voluntarily acknowledge before me, according to law, that she made and subscribed the same for the uses and purposes therein mentioned and set forth. IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at Clearwater, in the county and state aforesaid on 34 January, 1997.
NOTARY PUBLIC
My commission expires: / CHARLES PERRY / NOTARY PUBLIC STATE ON FLORIDA
COMMISSION NO. CCB53100
Personally Known OR Produced Identification EXP. M'AY 6,2000
Type of Identification Produced

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

In compliance with Section, 48.901, Florida Statutes, the following is submitted:

- 21st Century Cobol Conversions, Inc., has named Charles Perry as its agent to accept service of process within Florida. The designation is contained in the Articles of Incorporation of such corporation.
- 2. Having been so named to accept service of process for the above corporation, at the place designated in this certificated, I hereby agree to comply with the provision of all statutes relative to the proper and complete performance of my duties.

DATED at Clearwater, Florida on January 24, 1997.

Charles Perry, Registered Agent

Registered Office:

1100 Cleveland Street, Suite 900 Clearwater, FL 34615

97 JAN 27 PH 3: 37
SECRETARY OF STATE
SECRETARY OF STATE