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C. FRITZ REICHERT

FILED  
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TALLAHASSEE, FLORIDA

February 5, 1997

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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-02/10/97--01068--018  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Gentilepersons:

Re: Softexx International, Inc.

Enclosed is an original and one (1) copy of the ARTICLES OF  
INCORPORATION and a check for \$78.75 for the filing fee and certificate.

Regards,

C. Fritz Reichert

R. CHAMBERLAIN FEB 11 1997

**ARTICLES OF INCORPORATION**  
**OF**  
**SOFTEXX INTERNATIONAL, INC.**

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91 FEB 10 11:17:54  
TALLAHASSEE FLORIDA

The undersigned incorporator, for the purpose of forming a corporation for profit under the Florida Business Corporation Act, hereby adopts the following ARTICLES OF INCORPORATION:

**ARTICLE I - NAME**

The name of the corporation shall be (hereinafter referred to as the "Corporation"):

SOFTEXX INTERNATIONAL, INC.

**ARTICLE II - PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

3420 Durango Street  
Coral Gables, Florida 33134

**ARTICLE III - AUTHORIZED CAPITAL STOCK**

The total number of shares of all classes of stock which this Corporation shall have the authority to issue is two hundred thousand (200,000), consisting of one hundred fifty thousand (150,000) shares of voting common stock with a par value of one cent (\$0.01) per share (the "Voting Common Stock"), forty thousand (40,000) shares of non-voting common stock with a par value of one cent (\$0.01) per share (the "Non-voting Common Stock"), and ten thousand (10,000) shares of preferred stock with a par value of one cent (\$0.01) per share (the "Preferred Stock"). The Voting Common Stock and the Non-voting Common Stock being hereinafter collectively referred to as "Common Stock".

The following is a statement of the designations and the powers, privileges and rights, and the qualifications, limitations or restrictions thereof, in respect of each class of capital stock of the Corporation.

## COMMON STOCK

Except as otherwise provided herein, all the shares of Voting Common Stock and Non-voting Common Stock will be identical in all respects and will entitle the holders thereof to the same rights and privileges.

General. The voting, dividend, and liquidation rights of the holders of the Common Stock are subject to and qualified by the rights of the holders of the Preferred Stock of any series as may be designated by the Board of Directors upon any issuance of the Preferred Stock of any series.

Voting. The holders of the Voting Common Stock are entitled to one vote for each share held at all meetings of stockholders (and written actions in lieu of meetings). There shall be no cumulative voting. Except as otherwise expressly required under the laws of the State of Florida, holders of shares of Non-voting Common Stock shall have no right to vote on any matters submitted to a vote of the stockholders of the Corporation and the consent of the holders of shares of Non-voting Common Stock shall not be required for any action.

Dividends, Distributions, Stock Splits, etc. Dividends may be declared and paid on the Common Stock from funds lawfully available therefor as and when determined by the Board of Directors and subject to any preferential dividend rights of any then outstanding Preferred Stock. Holders of shares of Voting Common Stock and shares of Non-voting Common Stock shall be entitled to share equally on a share-for-share basis in all dividends payable on Common Stock, when, as, and if declared by the Board of Directors of the Corporation, whether payable in cash, property or securities of the Corporation; provided, however, that if dividends are declared on Common Stock in shares of Common Stock, then dividends shall be declared which are payable at the same rate on each type of Common Stock and the dividends on the shares of Voting Common Stock shall be payable only in shares of Voting Common Stock and the dividends on shares of Non-voting Common Stock shall be payable only in shares of Non-voting Common Stock. If at any time the Corporation determines to make any other distribution to holders of shares of Common Stock or determines to offer to repurchase or otherwise acquire any shares of Common Stock, any such distributions or offer to repurchase or otherwise acquire any shares of Common Stock shall be made on a share-for-share basis or pro rata based on the total number of shares of Common Stock outstanding, as the case may be.

Notwithstanding the foregoing provisions, the Corporation shall not declare a dividend payable on Common Stock and securities convertible into shares of Common Stock unless the securities so distributed to holders of shares of Voting Common

Stock are convertible into shares of Voting Common Stock and the securities so distributed to holders of shares of Non-voting Common Stock are convertible into shares of Non-voting Common Stock and all other terms and provisions of the securities so distributed are identical in all respects. If at any time the Corporation in any manner subdivides, splits, or combines the outstanding shares of one type of Common Stock, the outstanding shares of the other type of Common Stock shall be proportionately subdivided, split or combined.

Liquidation. Upon the dissolution or liquidation of the Corporation, whether voluntary or involuntary, holders of common Stock will be entitled to receive all assets of the Corporation available for distribution to its stockholders, subject to any preferential rights of any then outstanding Preferred Stock.

#### PREFERRED STOCK

Preferred Stock may be issued from time to time in one or more series, each of such series to have such terms as stated or expressed herein and in the resolution or resolutions providing for the issue of such series adopted by the Board of Directors for the Corporation as hereinafter provided. Any shares of Preferred Stock which may be redeemed, purchased or acquired by the Corporation may be reissued except as otherwise provided by law. Different series of Preferred Stock shall not be construed to constitute different classes of shares for the purposes of voting by classes unless expressly provided.

Authority is hereby expressly granted to the Board of Directors from time to time to issue the Preferred Stock in one or more series, and in connection with the creation of any such series, by resolution or resolutions providing for the issue of the shares thereof, to determine and fix such voting powers, full or limited, or no voting powers, and such designations, preferences and relative participation, optional or other special rights, and qualifications, limitations or restrictions thereof, including without limitation thereof, dividend rights, conversion rights, redemption privileges and liquidation preferences, as shall be stated and expressed in such resolutions, all to the full extent now or hereafter permitted by the Florida Business Corporation Act. Without limiting the generality of the foregoing, the resolutions providing for issuance of any series of Preferred Stock may provide that such series shall be superior or rank equally or be junior to the Preferred Stock of another series to the extent permitted by law. No vote of the holders of the Preferred Stock or Common Stock shall be a prerequisite to the issuance of any shares of any series of the Preferred Stock, authorized by and complying with the conditions of the Certificate of Incorporation, the right to have such vote being expressly waived by all present and future holders of the capital stock of the Corporation.

**ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and address of the initial registered agent is:

C. Fritz Reichert  
3420 Durango Street  
Coral Gables, Florida 33134

**ARTICLE V - INCORPORATOR**

The name and address of the incorporator to these ARTICLES OF INCORPORATION is:

C. Fritz Reichert  
3420 Durango Street  
Coral Gables, Florida 33134

**ARTICLE VI - PURPOSES**

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under the Florida Business Corporation Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (collectively, the "Act").

**ARTICLE VII - DIRECTORS AND EXECUTIVE COMMITTEE**

The business and affairs of the Corporation shall be managed by or under the direction of a Board of Directors. Election of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

The Board of Directors shall have the right to appoint an Executive Committee consisting of one or more directors which, in addition to any other powers which may be delegated to it by the Board, shall, if appointed, have the express power and authority to authorize the issuance of shares of any class of capital stock of the Corporation, including, without limitation, the determination of the terms and conditions of any such issuance and all such other powers granted to the Board of Directors by law, by the Bylaws or by this Certificate of Incorporation in respect of the issuance of capital stock.

There shall be no initial Board of Directors. Until a Board of Directors is elected and shares are issued, the incorporator shall have all the rights and powers of a shareholder, including, without limitation, the power to elect a Board of Directors. The Board of Directors shall be elected as soon as convenient after filing these ARTICLES.

#### ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify, or advance expenses to, to the fullest extent authorized or permitted by the Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he/she: a) is or was a director of the Corporation; b) is or was an officer of the Corporation, provided that he/she is or was at the time a director of the Corporation; or c) is or was serving at the request of the Corporation as a director, officer, agent or employee of another corporation, partnership, joint venture, trust or other enterprise, provided that he/she is or was at the time a director of the Corporation.

Except for those persons entitled to indemnification pursuant to this ARTICLE VI, the Board of Directors of the Corporation shall have, unless otherwise expressly prohibited by the Act, the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason for the fact that he/she is or was an officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

Except for those persons entitled to indemnification pursuant to this ARTICLE VI, no person may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

#### ARTICLE IX - AMENDMENT OF CERTIFICATE OF INCORPORATION

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

**ARTICLE X - AMENDMENT OF BYLAWS**

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, alter or repeal the Bylaws of the Corporation, as provided in the Bylaws.

**ARTICLE XI - STOCKHOLDERS' MEETINGS, BOOKS AND RECORDS**

Meetings of stockholders may be held within or without the State of Florida, as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the State of Florida at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

**ARTICLE XII - LIMITATIONS ON LIABILITY OF DIRECTORS**

The personal liability of the directors of the Corporation is hereby eliminated or limited to the fullest extent permitted by the laws of the State of Florida as from time to time in effect. Except to the extent that the laws of the State of Florida prohibit the elimination or limitation of liability of directors for breaches of fiduciary duty, no director of the Corporation shall be liable for any breach of fiduciary duty. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

The undersigned incorporator has executed these ARTICLES OF INCORPORATION this 5th day of February, 1997.

A handwritten signature in cursive script, appearing to read "C. Fritz Reichert", written over a horizontal line.

C. Fritz Reichert, Incorporator

## ARTICLES OF INCORPORATION

### ARTICLE I NAME

The name of the corporation shall be:

Georgetowne Beach Corporation

### ARTICLE II PRINCIPAL OFFICE

The principle place of business and mailing address of this corporation shall be:

1234 Airport Road  
Suite 127  
Destin, FL 32541

### ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One Thousand (1,000).

### ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS


The name and address of the initial registered agent is:

Nelson P. Davis, Jr.  
2 Country Club Dr.  
Destin, FL 32541

### ARTICLE V INCORPORATORS

Nelson P. Davis, Jr.  
2 Country Club Dr.  
Destin, FL 32541

The undersigned incorporator has executed these Articles of Incorporation this 6th day of February, 1996.

  
Nelson P. Davis, Jr.

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97 FEB 10 AM 7:55  
TALLAHASSEE, FLORIDA



CERTIFICATE OF DESIGNATION OF REGISTERED  
AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA  
STATUTES, THE UNDERSIGNED CORPORATION, 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 of the corporation is: Georgetowne Beach Corporation.
2. The name and address of the registered agent and office is:

Nelson P. Davis, Jr.  
2 Country Club Dr.  
Destin, FL 32541

Having been named as registered agent and to accept service of process for the above  
stated corporation at the place designated in the 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.

  
Nelson P. Davis Jr.

2/6/97  
Date

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