

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

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97 FEB 27 PM 2:46

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

AL FEB 27 1997

REQUEST TAKEN _____ CONFIRMED _____ APPROVED _____
 DATE 2/27/97 _____
 TIME 10:00 _____
 BY DR _____ CK No. _____

WALK-IN
 Will Pick Up _____

RE: Software Doctors Inc

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express SM		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> (1) Copy(s) Photo		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S -		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () pgs.		
SUBTOTALS		

FEE.....
 DISBURSED.....
 SURCHARGE.....
 TAX on corporate supplies.....
 SUBTOTAL.....
 PREPAID.....
 BALANCE DUE.....

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 10% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION

OF

SOFTWARE DOCTORS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
NAME**

The name of the Corporation is SOFTWARE DOCTORS, INC. The address of the Corporation is 7110 Wrenwood Way, Winter Park, Florida 32792.

**ARTICLE II
DURATION**

The Corporation shall have perpetual existence.

**ARTICLE III
PURPOSE**

The Corporation is organized for the following purposes: to engage in any activity or business incidental to or related to the business; to acquire and hold stock in any corporation; to engage in joint ventures and partnerships, as a limited or general partner; to acquire, own, hold, manage, mortgage, improve, lease, sell, exchange, transfer, and otherwise deal with real, personal, and intangible property wherever situate; to carry out the said purposes in any State, territory, district, or possession of the United States, or in any foreign country; and to engage in any activity or business permitted under the laws of the United States, the State of Florida, and any other State or foreign country.

**ARTICLE IV
CAPITAL STOCK**

The Corporation is authorized to issue 7500 shares of capital stock of the par value of One Dollar (\$1.00) per share which shall be designated "Common Shares," and all of which shall have the same rights and privileges.

**ARTICLE V
PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of the Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (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 the Corporation is 14502 N. Dale Mabry Highway, Suite 300, Tampa, Florida 33618, and the name of the initial Registered Agent of the Corporation at that address is Jeffrey A. Aman.

**ARTICLE VII
INITIAL BOARD OF DIRECTORS**

The Corporation shall have two (2) Directors initially. The number of Directors may be either increased or diminished from time to time by the Bylaws. The name and address of the initial Directors of the Corporation are:

Brooks P. Mitchell
Post Office Box 273897
Tampa, Florida 33618

Scott L. Mitchell
7110 Wrenwood Way
Winter Park, Florida 32792

**ARTICLE VIII
INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is: Jeffrey A. Aman, Esquire, 14502 N. Dale Mabry Highway, Suite 300, Tampa, Florida 33618.

**ARTICLE IX
BYLAWS**

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

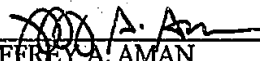
**ARTICLE X
INDEMNIFICATION**

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

**ARTICLE XI
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 incorporator has executed these Articles of Incorporation this 26th day of February, 1997.

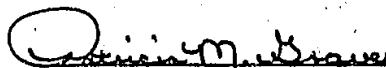


JEFFREY A. AMAN
Incorporator

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Jeffrey A. Aman, known to me and known by me to be the person who executed the foregoing Articles of Incorporation of SOFTWARE DOCTORS, INC. and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 26th day of February, 1997.



NOTARY PUBLIC, STATE OF FLORIDA
Print Name: Patricia M. Graves
My Commission Expires:



PATRICIA M. GRAVES
My Commission CC419708
Expires Oct. 05, 1999

CERTIFICATE DESIGNATING REGISTERED AGENT

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In pursuance of Chapter 48.091 and Chapter 607.0501, Florida Statutes, the following is submitted in compliance with said Act:

CLERK OF STATE
TALLAHASSEE, FLORIDA

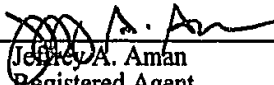
That Software Doctors, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at 7110 Wrenwood Way, Winter Park, Florida 32792, has named Jeffrey A. Aman, located at 14502 N. Dale Mabry Highway, Suite 300, Tampa, Hillsborough County, Florida 33618, 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 the proper and complete performance of my duties, and I accept the duties and obligations of Chapter 607.0501, Florida Statutes.

SOFTWARE DOCTORS, INC.

By: _____


Jeffrey A. Aman
Registered Agent

Date: February 26, 1997