

THE ACCOUNTING OFFICES OF

FREDERICK B. GOMER & ASSOCIATES, INC.

P 97 0000 22646

-----MARCH 3, 1997-----

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-03/06/97--01068--015
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Division of Corporations
P.O.Box 6327
Tallahassee, Florida 32314

Gentleman;

Enclosed please find the corporation papers for

MAJESTIC SOFTWARE AUTOMATION

Please process these papers and return them to
Frederick B Gomer & associates, Inc at P.O.Box
450549 , Sunrise, Florida 33345

Thank you for your cooperation in this matter.

Very truly yours,


Frederick B Gomer & Associates, Inc

FILED
97 MAR -6 AM 8:15
TALLAHASSEE, FLORIDA

P. G. GOMER MAR 13 1997

CERTIFICATE OF INCORPORATION
OF
MAJESTIC SOFTWARE AUTOMATION, INC

FILED
97 MAR -6 AM 8:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WE, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida providing for the formation of a corporation for profit, with the powers, rights, privileges, and immunities hereinafter mentioned, and we hereby make, subscribe, acknowledge with this Certificate of Incorporation with the Secretary of State of Florida; and to that end we do, by this Certificate, set forth:

ARTICLE I

The name of this corporation shall be:

MAJESTIC SOFTWARE AUTOMATION, INC.

ARTICLE II

The general nature of the business and the objects and purposes to be transacted and carried on are to do any and all things allowed and permitted to be done by corporations under the Statutes of the State of Florida, and to do any and all of the things hereinafter mentioned as fully and to the same extent as natural persons might or could do, to wit:

The Corporation may engage in any activity or business permitted under the laws of the United States and of this State.

b) To build, erect, construct, purchase, hire or otherwise acquire, own, provide, establish, maintain, hold, work, develop, sell, convey, lease, mortgage, exchange, improve and otherwise dispose of real estate and real property and all other kinds of property of whatsoever nature, whether real, personal or mixed, or any interests or rights therein without limits as to amounts; to buy, sell, assign, convey and cancel liens upon personal property and real estate or every kind and nature whatsoever; to act as broker or agent for the purchase, sale, leasing and management of real estate, and the negotiation loans; to draw, endorse, accept, discount and deliver bills of exchange, promissory notes, bonds, debentures and other negotiable instruments of whatsoever nature, and secure the same by mortgage on its property or otherwise; to issue on commission, subscribe for, take, acquire, hold, exchange and deal in shares, stocks, bonds, obligation or securities of any government or authority, individual or corporation.

c) To carry on business of a holding company and to purchase and acquire any mercantile or commercial business, trade or enterprise permitted by the laws of the State of Florida, and to own, hold, operate, maintain, use, sell or otherwise dispose of same. To enter into or engage in any such business, trade or enterprise.

d) To engage in the sales and commission business in the representation of factories, wholesalers and businesses which

require the use and services of a sales and commissions agency and to do all things necessary in connection with the operation of a sales and commission agency; as well as to engage in other similar and allied businesses incident to a sales and commission agency, which said agency will operate both within and without the continental limits of the United States of America.

e) To own, conduct, operate and maintain a store or stores or distribution centers, warehouses, lofts, lots, storage centers or other outlets for the purpose of manufacturing, making, buying, selling and otherwise dealing in building supplies and equipment incidental to the construction business.

f) Generally, to make and perform contracts of any kind and description, and for the purpose of attaining any of the objects of the corporation, to do and perform any other act or things, and to exercise any and all powers which a co-partnership or natural person could do and exercise, and which are now, or hereafter may be authorized by law, and generally to do and perform any and all things necessary or incidental to the performing or carrying out of the powers hereinabove specifically delegated or implied.

ARTICLE III

The stock of this corporation shall be divided into 500 shares of stock, \$ 1.00 par value. All said stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting

called for that purpose; property, labor or services may be purchased or paid for, with the capital stock, at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose; property, labor or services may be purchased or paid for, with the capital stock, at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE IV

The amount of capital with which this corporation shall begin business shall be no less than Five Hundred Dollars (\$500.00).

ARTICLE V

This corporation shall have perpetual existence.

ARTICLE VI

The principal place of business of said corporation shall be at 8637 NW 50th DRIVE , CORAL SPRINGS, FL 33067, with the privilege of having branch offices within and without the State of Florida.

ARTICLE VIII

The number of directors of this corporation shall not be less than one (1) nor more than nine (9).

ARTICLE IX

The names and post office addresses of the President, Vice

President, Secretary/Treasurer and directors who shall hold office until their successors are elected or appointed or have qualified are:

President and director:

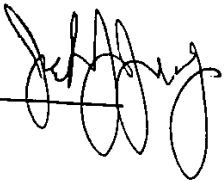
JOSEPH J JUSTIN JR
8637 NW 50th DRIVE
CORAL SPRINGS, FL 33067

~~Vice President and director~~

~~Secretary/Treasurer and director~~

ARTICLE X

The names and post office addresses of each subscriber and the number of shares of stock which each agrees to take are;

<u>JOSEPH J JUSTIN JR</u> <u>8637 NW 50th DRIVE</u> <u>CORAL SPRINGS, FL 33067</u>	<u>500 shares</u>
<u></u>	<u> </u>
<u> </u>	<u> </u>

all of the proceeds of which will amount to at least Five Hundred Dollars (\$500.00).

IN WITNESS WHEREOF, we have hereunto set our hands and seals and acknowledged the foregoing Certificate of Incorporation to be filed in the office of the Secretary of State of Florida this 3 day of March, 1997.

[Signature] (SEAL)
[Signature] (SEAL)
[Signature] (SEAL)

STATE OF FLORIDA)

)ss.

COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgments, personally appeared Joseph J. Justin Jr., and each severally acknowledged before me that he/she signed the foregoing Certificate of Incorporation for the purpose therein expressed.

WITNESS my hand and official seal at 3301 NW 97 Terrace, said county and state, this 3rd day of March, 1997.

My commission expires: 6/18/98

[Signature]
Notary Public, State of Florida
at Large
#CC 376213

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

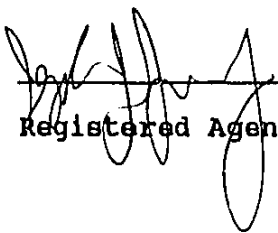
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First - that MAJESTIC SOFTWARE AUTOMATION, INC. desiring to

organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at the City of CORAL SPRINGS, County of BROWARD, State of Florida, has named JOSEPH J JUSTIN JR, c/o 8637 NW 50th DRIVE , CORAL SPRINGS , FLORIDA 33067

, as its agent to accept service of process within this state.

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.



Registered Agent

FILED
97 MAR -6 AM 8:15
TALLAHASSEE, FLORIDA