

P970000023656 of 3656

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 \$ _____

FILED
97 MAR 17 PM 12:42
TALLAHASSEE, FLORIDA

MAR 17 1997

REQUEST TAKEN CONFIRMED APPROVED
DATE _____
TIME _____ CK No. _____
BY DD _____

WALK-IN Will Pick Up 3/17/97

RE: DD B Software, Inc.

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. Filo		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership Filo		
<input checked="" type="checkbox"/> Foreign Corp. Filo		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. Filo		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S.		
<input type="checkbox"/> Fictitious Name Filo		
<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"/> Filo 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, 18% per Annum.

THANK YOU
from
Your Capital Connection

ARTICLES OF INCORPORATION
OF
DDB SOFTWARE, INC.

FILED
97 MAR 17 PM 12:42
TALLAHASSEE
FLORIDA

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

ARTICLE I - NAME

The name of this Corporation is DDB SOFTWARE, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal office and mailing address of this corporation shall be: DDB SOFTWARE, INC., 1935 Salt Myrtle Lane, Orange Park, Florida 32073.

ARTICLE III - DURATION

This corporation shall exist perpetually.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Corporation's initial registered office is 1935 Salt Myrtle Lane, Orange Park, Florida 32073, and the name of the Corporation's initial registered agent at that address is David Garmus.

ARTICLE VI - INCORPORATOR

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

David Garmus
1935 Salt Myrtle Lane
Orange Park, Florida 32073

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one (1).

The name and address of the initial directors of the corporation are:

David Garmus
1935 Salt Myrtle Lane
Orange Park, Florida 32073

David Herron
19 Pointe View Drive
Medford, New Jersey 08055

ARTICLE VIII - PURPOSE

The purpose of this Corporation is:

(a) To engage in the business of marketing and selling an integrated collection of tools which aid in the collection and analysis of software project metrics, and the doing of any and all things related thereto.

(b) Development, sale, licensing of computer programs and models.

(c) The ownership, purchase, sale, mortgage or pledge, and the dealing in and with all kinds and manner of property, whether real, personal, tangible or intangible.

(d) The transaction of any and all other lawful business for which corporations may be incorporated and the doing of all lawful things related thereto.


ARTICLE IX- RESTRAINT ON TRANSFER OF SHARES

The shareholders may, by agreement, impose any reasonable restraint on the transfer or alienation of shares.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, 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 13th day of March, 1997.



DAVID GARMUS

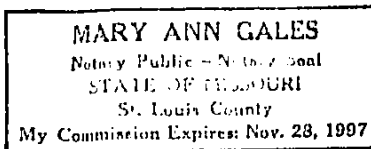
STATE OF Missouri
COUNTY OF ST. LOUIS

BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared DAVID GARMUS, who is personally known to me or who has produced Florida Drivers License identification and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed said Articles of Incorporation and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 13th day of MARCH, 1997.

Mary Ann Gales
Notary Public, State of Missouri
My Commission Expires: 11-28-97

(Seal)



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

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

First - DDB SOFTWARE, INC., desiring to organize under the
laws of the State of Florida, with its principal office as
indicated in the Articles of Incorporation as 1935 Salt Myrtle
Lane, Orange Park, County of Clay, State of Florida, has named
David Garmus, 1935 Salt Myrtle Lane, Orange Park, County of Clay,
State of Florida, 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 keeping open said office.



DAVID GARMUS

97 MAR 17 PM 12:42