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ACCOUNT NO. : 072100000032

REFERENCE : 304983 7126194

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : March 24, 1997

ORDER TIME : 12:40 PM

ORDER NO. : 304983-005

CUSTOMER NO: 7126194

CUSTOMER: Ms. Katheryn Prosser
MS. KATHERYN S. PROSSER

707 South First Street, # 302

Jacksonville Be, FL 32250

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-03/24/97--01124--015
*****70.00 *****70.00

RECEIVED
97 MAR 24 PM 1:08
DIVISION OF CORPORATION

DOMESTIC FILING

NAME: SOFTWARE DEVELOPERS, INC. OF
JACKSONVILLE

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS: _____

FILED
97 MAR 24 AM 8:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

K.R. MAR 24 1997

**ARTICLES OF INCORPORATION
OF
SOFTWARE DEVELOPERS, INC., OF JACKSONVILLE**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I: The name of this corporation is **SOFTWARE DEVELOPERS, INC., OF JACKSONVILLE.**

ARTICLE II: This corporation shall have perpetual existence.

ARTICLE III: This corporation is organized for the purpose of engaging in any activity or business permitted under the laws of the United States or the State of Florida.

ARTICLE IV: The maximum number and class of shares of capital stock which this corporation is authorized to have outstanding is one hundred shares of common capital stock with a par value of One Dollar (\$1.00) per share.

ARTICLE V: The initial principal office of this corporation shall be at 415 Seminole Road, Atlantic Beach, Florida 32233, and the name of the corporation's initial registered agent at that address is **MARK W. WAYSHNER.**

ARTICLE VI: Initially, this corporation shall have (1) member on the Board of Directors, and the corporation shall have the authority to operate with not less than one member on the Board of Directors. The following is the name and address of the initial member of the Board of Directors:

MARK W. WAYSHNER
415 Seminole Road
Atlantic Beach, Florida 32233

ARTICLE VII: The name and street address of the person signing these Articles of Incorporation as a subscriber are as follows:

MARK W. WAYSHNER
415 Seminole Road
Atlantic Beach, Florida 32233

ARTICLE VIII: The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX: The Directors of this corporation shall take action by written consent, as provided by law.

ARTICLE X: The Board of Directors is authorized, with the approval of the shareholders, to issue "Section 1244 Stock" as

defined by Section 1244 of the Internal Revenue Code as the same
may be amended from time-to-time.

ARTICLE XI: The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon unless all of the Directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, being the original subscriber named herein for the purpose of forming a corporation to do business both within and without the State of Florida, does make, subscribe, acknowledge and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly, has hereunto set his hand and seal this 19 day of March, 1997.

Mark W. Wayshner (SEAL)
MARK W. WAYSHNER

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me by MARK W. WAYSHNER, who is personally known to me and acknowledged to and before me that he signed the foregoing Articles of Incorporation freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal in the County and State aforesaid, this 19th day of March, 1997.

NOTARY PUBLIC

Kathryn S. Prosser



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

IN COMPLIANCE WITH SECTION 48-091, FLORIDA
STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST, that SOFTWARE DEVELOPERS, INC., OF JACKSONVILLE,
desiring to organize or qualify under the Laws of the State of
Florida as a corporation, with its principal place of business at
415 Seminole Road, Atlantic Beach, County of Duval, State of
Florida, as indicated in the Articles of Incorporation, has named
Beach, Florida 32250, as its agent to accept service of process
within the State of Florida.

Dated March 19, 1997

Mark W. Wayshner
MARK W. WAYSHNER

ACKNOWLEDGMENT

Having been named to accept service of process for the above
named corporation at the place designated in the Certificate, I
hereby agree to act in this capacity, and I further agree to
comply with the provisions of all statutes and acts relative to
keeping open said office and with all provisions of all statutes
and acts relative to the proper and complete performance of my
duties.

Dated March 19, 1997

Mark W. Wayshner
MARK W. WAYSHNER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA