

P97000038631

Mr. Jan B. Kuhlman  
c/o Mr. Joseph Urso  
7300 West Camino Real  
Suite 115  
Boca Raton, Florida 33433  
(561)347-7100

April 6, 1997

Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, Florida 32314

500002156645--5  
-04/28/97--01087--002--  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

**SUBJECT: SOFTWARE TECHNOLOGIES, INC.**

Dear Department of State:

Enclosed is an original and one copy of the articles of incorporation and a money order for \$70.00. Please forward a filed copy in the enclosed stamped self addressed envelope. Thank You!

**FROM: Jan B. Kuhlman  
c/o Joseph Urso  
7300 West Camino Real  
Suite 115  
Boca Raton, Florida 33433  
561-347-7100**

FILED  
97 APR 28 AM 11:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APR 29 1997  
*[Signature]*

**ARTICLES OF INCORPORATION  
OF  
SOFTWARES TECHNOLOGIES, INC.**

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

**ARTICLE I**

The name and initial address of this Corporation shall be:

SoftWorks Technologies, Inc.  
PO Box 970297  
Coconut Creek, Florida 33097

**ARTICLE II**

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>NUMBER OF SHARES AUTHORIZED</u>	<u>PAR VALUE PER SHARE</u>	<u>CLASS OF STOCK</u>
1,000	\$1.00	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation.

**ARTICLE III**

This Corporation shall commence its existence immediately upon filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

**ARTICLE IV**

The initial registered office of this Corporation shall be 7300 West Camino Real, Suite 115, Boca Raton, Florida 33433, with the privilege of having its office and branch offices at other places within or without the State of Florida. The initial registered agent at this address shall be Joseph Urso, Esq., 7300 West Camino Real, Suite 115, Boca Raton, Florida 33433.

FILED  
97 APR 28 PM 11:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

#### **ARTICLE V**

This Corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the Corporation be managed by the stockholders.

#### **ARTICLE VI**

The name and address of the director of the corporation, who shall hold office for the first year or until his successor is duly elected and qualified, shall be:

**Jan B. Kuhlman  
PO Box 970297  
Coconut Creek, Florida 33097**

The name and addresses of the incorporator is:

**Jan B. Kuhlman  
PO Box 970297  
Coconut Creek, Florida 33097**

#### **ARTICLE VII**

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other Corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this Corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

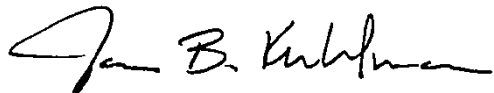
#### **ARTICLE VIII**

The private property of the stockholders shall not be subject to payment of the corporate debts to any extent.

#### **ARTICLE IX**

This corporation may indemnify and insure its officers and directors to the fullest extent permitted by law.

IN WITNESS WHEREOF, I, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a Corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation hereby declaring and certifying that the facts herein stated are true, and hereunto set our hands and seal this 7<sup>th</sup> day of April, 1997.

A handwritten signature in cursive script, reading "Jan B. Kuhlman". The signature is written in dark ink and is positioned above a horizontal line.

**Jan B. Kuhlman**

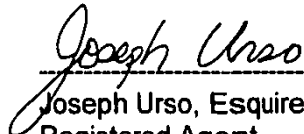
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICES OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED.**

In Compliance with the laws of the State of Florida, the following is submitted:

First – That Softworks Technologies, Inc., desiring to organize under the laws of the State of Florida, has named Joseph Urso, Esquire as its statutory registered agent.

Having been named the statutory agent of the above Corporation at the place designated in this Certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Dated this 8<sup>th</sup> day of April, 1997.

  
\_\_\_\_\_  
Joseph Urso, Esquire  
Registered Agent

FILED  
97 APR 28 AM 11:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA