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PLEASE REPLY TO:  
POST OFFICE BOX 161554  
ALTAMONTE SPRINGS, FLORIDA  
32716-1554  
TELECOPIER (407) 786-2247

May 19, 1997

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Secretary of State  
State of Florida  
Division of Corporations  
The Capitol  
Tallahassee, Florida 32304

RE: Filing Articles of Incorporation/Arthur Cowden Company, Inc.

Dear Sir:

Enclosed, please find the original Articles of Incorporation of the Arthur Cowden Company, Inc., including the designation of Registered Office and Registered Agent, for filing with your office.

Also enclosed, you will find the required filing fee of One Hundred Twenty Two and 50/100 (\$122.50) Dollars, representing the following:

Filing Fee	\$ 35.00
Registered Agent Fee	\$ 35.00
Certified Copy	<u>\$ 52.50</u>
Total	<u>\$122.50</u>

FILED  
97 JUN -4 PM 3:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Please furnish our office with a certified copy of the duly filed Articles of Incorporation. For your convenience, we have enclosed a pre-addressed envelope.

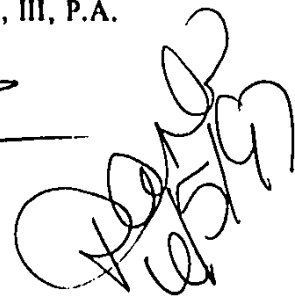
Any questions regarding this matter should be directed to us (407) 786-2200. Thank you for your assistance with this matter.

Sincerely,

LAW OFFICES OF SIDNEY L. VIHLEN, III, P.A.

  
Sidney L. Vihlen, III

SLV/ejs  
/enclosures



**ARTICLES OF INCORPORATION**  
**OF**  
**ARTHUR COWDEN COMPANY, INC.**

97 JUN -4 PM 3:49  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

**ARTICLE I**  
**CORPORATE NAME**

The name of this Corporation is:

**ARTHUR COWDEN COMPANY, INC.**

**ARTICLE II**  
**CORPORATE EXISTENCE**

This Corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation.

**ARTICLE III**  
**PURPOSES**

This Corporation is formed for the purposes of engaging in any general business and business related activities as are permitted under the laws of the State of Florida and the United States, including, without limitation, computer software distribution and related activities.

**ARTICLE IV**  
**CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 1000 shares of common stock with no par value. All or any part of said Stock of this Corporation may be paid for wholly, or in part, by cash, or by the purchase of property, patents, labor or services at a just valuation to be fixed by the Board of Directors of this Corporation at any regular or special meeting and any and all shares so issued shall be fully paid and nonassessable.

**ARTICLE V**  
**INITIAL OFFICE**

The initial street address of the principal office of this corporation in the State of Florida is 511 Burton Lane, Sanford, Florida 32771. The Directors may from time to time, move the principal office to any other address in the State of Florida. The Corporation shall have the privilege of having one or more branch offices at other places within the State of Florida or outside the State of Florida as may be deemed necessary and be designated from time to time by the Board of Directors of this Corporation.

## **ARTICLE VI**

### **PREEMPTIVE RIGHTS**

Every shareholder, upon the sale of any new stock of this 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 VII**  
**INITIAL BOARD OF DIRECTORS**

This Corporation shall have two (2) Directors initially. The number of directors may be increased or decreased from time to time by the By-Laws adopted by the stockholders, but shall never be less than one. The initial Board of Directors shall consist of the following:

**J. MICHAEL DUNLAP .....DIRECTOR**

**CHARLES R. DUNLAP .....DIRECTOR**

## **ARTICLE VIII**

### **OFFICERS**

The initial officers of the Corporation shall be elected at the first duly held annual meeting of the Board of Directors.

Thereafter, the Officers shall be elected by the Board of Directors at each annual meeting of the Board of Directors to be held immediately after the annual meeting of the stockholders of the Corporation. New offices may be created, and appointments may be made therefor, and any office that may become vacant may be filled by the Board of Directors of the Corporation at any regular meeting or at any special meeting called for that purpose. The duties of the Officers of the Corporation shall be prescribed by the By-Laws.

**ARTICLE IX**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is 511 Burton Lane, Sanford, Florida 32771; and the name of the initial registered agent of this Corporation at that address is **J. MICHAEL DUNLAP**.

**ARTICLE X**  
**AMENDMENTS**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, unless all Directors sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

**ARTICLE XI**  
**INDEMNIFICATION**

The Corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

**ARTICLE XII**  
**INCORPORATOR**

The name and street address of the person signing these Articles of Incorporation is:

**J. MICHAEL DUNLAP**  
511 Burton Lane  
Sanford, Florida 32771

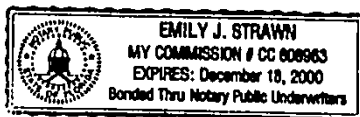
IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation for the uses and purposes aforesaid on this 19<sup>th</sup> day of May, 1997.

  
J. MICHAEL DUNLAP  
Incorporator

STATE OF FLORIDA }  
COUNTY OF SEMINOLE }

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to take oaths and acknowledgements, personally appeared J. MICHAEL DUNLAP, who is either personally known by me, or who produced a Drivers License as identification, and who, after being duly sworn, acknowledged to me that he executed the foregoing Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid on this the 19<sup>th</sup> day of May, 1997.



  
Notary Public, State of Florida

EMILY J. STRAWN  
Typed/Printed Name of Notary  
My Commission Expires:

**ACCEPTANCE BY REGISTERED AGENT**

The undersigned hereby accepts the appointment as Registered Agent of ARTHUR COWDEN COMPANY, INC., which is contained in the foregoing Articles of Incorporation.

LAW OFFICES OF SIDNEY L. VIHLEN, III, P.A.

  
SIDNEY L. VIHLEN, III  
Registered Agent

FILED  
97 JUN -4 PM 3:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA