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June 3, 1997

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Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

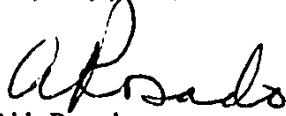
Re: MERCURY SOFTWARE (USA) INC.
Our File No. 97-6365

Gentlemen:

Enclosed please find original and copy of the Articles of Incorporation of the above captioned corporation together with the certificate of Resident Agent.

Also enclosed, is a check for the amount of \$122.50 to cover filing fees and a certified copy of said Articles of Incorporation.

Very truly yours,


Aida Rosado
Legal Assistant

JUN 11 1997

BSB

FILED
97 JUN 11 PM 1:45
DIVISION OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
MERCURY SOFTWARE (USA), INC.

FILED
97 JUN 11 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I

NAME

The name of this corporation is MERCURY SOFTWARE (USA), INC.

ARTICLE II

NATURE OF THE BUSINESS

This corporation shall have the power to transact or engage in any business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

CAPITAL STOCK

The capital stock of this corporation shall consist of 7,500 shares of common stock having a par value of One (\$1.00) Dollar per share. All of said stock shall be issued only for cash or other property or for services at a just valuation as shall be determined by the Board of Directors.

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which this corporation shall commence business shall be not less than One Hundred (\$100.00) Dollars.

ARTICLE V

TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI

INITIAL ADDRESS

The initial address of the principal place of business of this corporation in the State of Florida shall be Suite 1550, 701 Brickell Avenue, Miami, FL 33131. The Board of Directors may at any time and from time to time move the principal office of this corporation to any location within or without the State of Florida.

ARTICLE VII

DIRECTORS

The business of this corporation shall be managed by its Board of Directors. the number of such directors shall be not be less than one (1) and, subject to such minimum may be increased or decreased from time to time in the manner provided in the By-Laws. The number of persons constituting the initial Board of Directors shall be one (1)..

ARTICLE VIII

INITIAL DIRECTORS

The names and addresses of the initial Board of Directors are as follows:

Christopher Powell
Suite 386
916 West Broadway
Vancouver, BC, Canada V5Z1K7

ARTICLE IX

SUBSCRIBER

The name and address of the person signing these Articles of

Incorporation as subscriber is:

David R. Berley
Suite 200
848 Brickell Avenue
Miami, FL 33131

ARTICLE X

VOTING FOR DIRECTORS

The Board of Directors shall be elected by the Stockholders of the corporation at such time and in such manner as provided in the By-Laws.

ARTICLE XI

CONTRACTS

No contract or other transaction between this corporation and any person, firm or corporation shall be affected by the fact that any officer or director of this corporation is such other party or is, or at some time in the future becomes, an officer, director or partner of such other contracting party, or has now or hereafter a direct or indirect interest in such contract.

ARTICLE XII

INDEMNIFICATION OF OFFICERS AND DIRECTORS

This corporation shall have the power, in its By-Laws or in any resolution of its stockholders or directors, to undertake to indemnify the officers and directors of this corporation against any contingency or peril as may be determined to be in the best interests of this corporation, and in conjunction therewith, to procure, at this corporation's expense, policies of insurance.

ARTICLE XIII

RESTRAINT ON ALIENATION

The stockholders of this corporation shall have the power to include in the By-Laws, or adopt resolutions by a two-thirds (2/3) majority any regulatory or restrictive provision regarding the proposed sale, transfer or other disposition of the corporation's stock by its stockholders or in the event of the death of any stockholder. Said restrictions shall be binding upon third parties with actual knowledge thereof or if the same, or notice of the same, shall be plainly written upon the certificate evidencing ownership of the stock. ARTICLE XIV

AMENDMENT

Except as may be provided in the By-Laws of this corporation to the contrary, these Articles of Incorporation may be amended by the affirmative vote of a majority of the Board of Directors and by the affirmative vote of the holders of not less than two-thirds (2/3) of the then outstanding stock of the corporation.

ARTICLE XV

RESIDENT AGENT

The name and address of the initial resident agent of this corporation is:

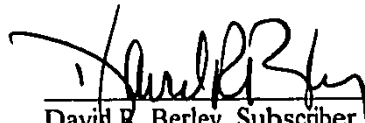
Berlit Corporate Services, Inc.
Suite 200
848 Brickell Avenue
Miami, FL 33131

ARTICLE XVI


WAIVER OF FS 607.108 and FS 607.109

The provisions of FS 607.108 and FS 607.109 are expressly waived.

IN WITNESS WHEREOF, I have hereunto subscribed to and executed these Articles of
Incorporation this 3rd day of June, 1997.


David R. Berley, Subscriber

Subscribed and Sworn to this
3rd day of June 1997
Before me:


Notary Public



AIDA ROSADO
My Commission CC433150
Expires Jan. 12, 1999
Bonded by HAI
800-422-1555

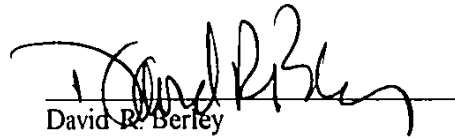
My Commission Expires:

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

In pursuance of Chapter 48.091 of the Florida Statutes, the following is submitted:

MERCURY SOFTWARE (USA), INC. desiring to organize a corporation under the laws of the State of Florida with its principal place of business as stated in its Articles of Incorporation has named Berlitz Corporate Services, Inc. located at Suite 200, 848 Brickell Avenue, Miami, FL 33131 as its agent upon whom process may be served within this state.

Having been named to accept service of process for the above-stated corporation, I hereby accept to act in this capacity and to comply with the provisions of the Act relative to keeping open said office.


David R. Berley
President

6365-ARTS INC

FILED
97 JUN 11 PM 1:45
TALLAHASSEE
FLORIDA