

797000 52486

AMERIWARE GROUP, INC.  
1255 LEE ROAD  
BONIFAY, FL 32425  
904/547-5908

FILED  
97 JUN 12 PM 1:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Tue Jun 2, 1997

State of Florida  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32301

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\*\*\*\*122.50 \*\*\*\*122.50

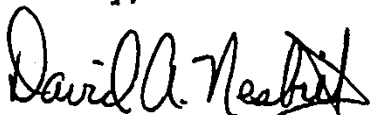
To Whom It May Concern,

Please register the enclosed Articles of Incorporation and return a certified copy of same, along with a copy of the Certificate of Incorporation, to us at the above address.

The fee of One Hundred Twenty-two Dollars and Fifty cents [\$122.50] is enclosed.

Thank you.

Sincerely,



David A. Nesbitt, President  
AmeriWare Group, Inc.

F. CHAMBERLAIN

JUN 13 1997

**ARTICLES OF INCORPORATION  
OF  
AMERIWARE GROUP, INC.**

The undersigned incorporators to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

**ARTICLE I. NAME.**

The name of this corporation is **AMERIWARE GROUP, INC.**

**ARTICLE II. NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation is:

To design, develop and distribute computer software; and

To transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

**ARTICLE III. CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000,000 shares of common stock having a nominal or par value of \$1.00 per share. The shareholders of common stock shall have pre-emptive rights to acquire unissued or treasury shares of the corporation.

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**ARTICLE IV. TERM OF EXISTENCE**

This corporation is to exist in perpetuity.

**ARTICLE V. ADDRESS AND NAME OF INITIAL REGISTERED AGENT**

The street address of the registered office of this corporation in the State of Florida is 1255 Lee Road, Bonifay, Florida 32425. The Board of Directors may from time to time move the registered office to any other address in Florida. The initial registered agent of this corporation is DAVID A. NESBITT, whose business address is 1255 Lee Road, Bonifay, Florida 32425.

**ARTICLE VI. DIRECTORS**

This corporation is to have two (2) directors, initially. The number of directors may be increased or diminished from time to time, by By-Laws adopted by the stockholders.

**ARTICLE VII. INITIAL DIRECTORS**

The names and addresses of the members of the first Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
David A. Nesbitt	1255 Lee Road Bonifay, FL 32425
Sherry L. Nesbitt	1255 Lee Road Bonifay, FL 32425

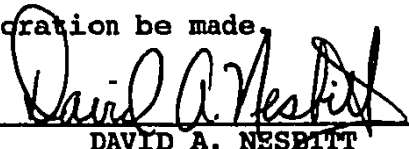
**ARTICLE VIII. INCORPORATORS**

The name and address of each incorporator to these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
David A. Nesbitt	1255 Lee Road Bonifay, FL 32425

**ARTICLE IX. AMENDMENT**

These 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 stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

  
\_\_\_\_\_  
DAVID A. NESBITT

STATE OF FLORIDA  
COUNTY OF HOLMES

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared DAVID A. NESBITT to me known to be the person described in and who executed the foregoing ARTICLES OF INCORPORATION, and acknowledged before me that he executed the same for the uses and purposes therein expressed. He

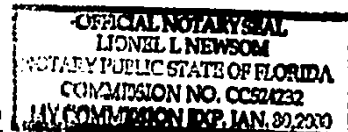
is personally known to me or has produced FLDLN213461-53-292-0 as identification and did not take an oath.

WITNESS my hand and official seal in the State and County named above this 3rd day of June, 1997.

Lionel L. Newsom

NOTARY PUBLIC

My commission expires: \_\_\_\_\_



**ACCEPTANCE BY REGISTERED AGENT**

DAVID A. NESBITT having been named as the registered agent in the foregoing Articles of Incorporation of his to accept service of process for the corporation at 1255 Lee Road, Bonifay, Florida 32425, hereby agrees to act as the registered agent and comply with the law of the State of Florida relative to such position.

David A. Nesbitt

DAVID A. NESBITT

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