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STEEL, ORSINI & ROSE

A FULL-SERVICE LITIGATION FIRM

LAURENCE A. STEEL
ADMITTED TO PRACTICE IN
FLORIDA AND ENGLAND

SCOTT T. ORSINI
CIVIL AND CRIMINAL TRIAL PRACTICE IN STATE
AND FEDERAL COURTS

BRENT A. ROSE
BOARD CERTIFIED CRIMINAL TRIAL LAWYER
CIVIL AND CRIMINAL TRIAL PRACTICE IN STATE
AND FEDERAL COURTS

OF COUNSEL:
SCOTT R. STARK

ST. PETERSBURG (813) 896-2230
BRANDON (813) 653-9013
TAMPA (813) 963-3396
CLEARWATER (813) 447-2677
NEW PORT RICHEY (813) 849-5783

FAX (813) 896-4253

REPLY TO:
ST. PETERSBURG

EFFECTIVE DATE

6-9-97

June 10, 1997


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

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-06/19/97--01068--006
*****70:00 *****70:00

SUBJECT: Odessa Software Consultants, Inc.

Enclosed is an original and one copy of the articles of incorporation and a Designation and Acceptance of Registered Agent for a Florida Corporation.

A check for \$70.00 is enclosed. This represents payment for incorporation.

FROM: 
Brent A. Rose

Incorporator
405 Central Avenue, Suite 600
St. Petersburg, Florida, 33701
(813) 896-2230

FILED
97 JUN 13 PM 2:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

nc 6/13/97

EFFECTIVE DATE

6-9-97

ARTICLES OF INCORPORATION

of

Odessa Software Consultants, Inc.

ARTICLE I. NAME AND ADDRESS

The name of this corporation is Odessa Software Consultants, Inc., and the address of the corporation shall be 18914 Rogers Road, Odessa, Florida 33556.

ARTICLE II. COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with Section 607.167 Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation.

ARTICLE III. DURATION

This corporation shall exist perpetually, commencing on the date of the subscription and acknowledgment of the Articles of Incorporation.

ARTICLE IV. PURPOSE

This corporation is organized for the purpose of the transaction of any lawful business.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLE V. CAPITAL STOCK

This corporation is authorized to issue one hundred (100) common shares of \$1.00 (dollars) par value capital stock.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any new capital stock of the same kind, class or series, as that which he or she already holds, shall have the preemptive right to purchase his or her pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII. INITIAL REGISTERED OFFICE & AGENT

The street address of the initial registered agent of this corporation is 18914 Rogers Road, Odessa, Florida 33556. The name of the initial registered agent for this corporation at that address is James Rhodes.

ARTICLE VIII. MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under that authority of and the business and affairs of this corporation shall be managed under the direction of the shareholders of this corporation.

ARTICLE IX. INCORPORATOR

The name and address of the person signing these Articles of Incorporation is Brent A. Rose. The business address of the incorporator is 405 Central Avenue, Suite 600, St. Petersburg, Florida 33701.


ARTICLE X. INDEMNIFICATION

This corporation shall indemnify any officer or any former officer, to the full extent as provided for by law.

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto. Any rights conferred upon the shareholders are subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 9th day of June, 1997.


Brent A. Rose

STATE OF FLORIDA)

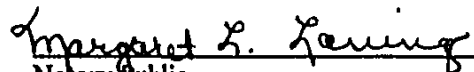
COUNTY OF PINELLAS)

Before me, a Notary Public authorized to take acknowledgments in Pinellas County, Florida, personally appeared Brent A. Rose, known to me to be the person who executed and acknowledged the execution of the foregoing Articles of Incorporation.

In Witness whereof, I have hereunto set my hand and affixed my official seal, in Pinellas County, Florida on this 9th day of June, 1997.

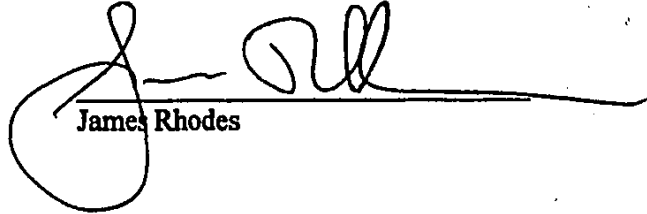


Margaret L. Laning
My Commission CC500827
Expires November 7, 2000


Notary Public
My commission expires:

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above named corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of Florida Law relative to keeping this office open.


James Rhodes

FILED
97 JUN 13 PM 2:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA