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JAMES P. LA RUSSA

ATTORNEY AT LAW

316 HYDE PARK AVENUE
TAMPA, FLORIDA 33608

AREA CODE 813
251-1411 ext. 5
253-8006 ext. 5
FAX 251-6540

June 13, 1997

Secretary of State
Corporate Records Bureau
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32301

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 16 PM 3:24

RE: Modem Software Design, Inc.

Dear Sir,

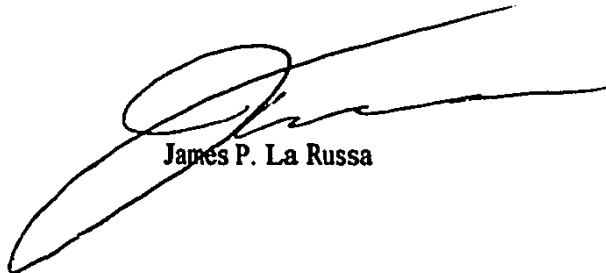
Enclosed herein please find my check in the amount of \$122.50 to cover the costs of the above-styled corporation and for a certified copy of the Articles of Incorporation.

Please be so kind as to return the certification to this office.

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-06/16/97-01029-005
****122.50 ****122.50

Thank you.

Sincerely,



James P. La Russa

JPL/ch
Enclosure

6-16-97
WS

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 16 PM 3:25

**ARTICLES OF INCORPORATION
OF
MODERN SOFTWARE DESIGN, INC.**

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is Modern Software Design, Inc. The principal address is 828 Pineberry Drive, #301, Brandon, Florida 33510.

ARTICLE II

The duration of the corporation is perpetual.

ARTICLE III

The general purpose for which the corporation is organized is:

1. To sell and design computer services of every kind and nature.
2. To transact any other lawful business for which corporations may be incorporated under the laws of Florida.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV

The aggregate number of shares which the corporation is authorized to issue is 100. Such shares shall be of single class, and shall have a par value of \$5.00.

ARTICLE V

The street address of the initial registered office of the corporation and the principal office of the corporation is 828 Pineberry Drive, #301, Brandon, Florida 33510 and the name of its initial registered agent at such address is BRIAN A. SROUFEK.

ARTICLE VI

The number of directors constituting the initial board of directors of the corporation is three. The names and addresses of the persons who are to serve as members of the initial board of directors are:

Brian A. Sroufek, 828 Pineberry Drive, #301, Brandon, Florida 33510
Eileen R. Phillips, 828 Pineberry Drive, #301, Brandon, Florida 33510
Mary Sroufek, 5335 Stagecoach Trail, Gulf Breeze, Florida

ARTICLE VII

The name and address of each incorporator are:

Brian A. Sroufek, 828 Pineberry Drive, #301, Brandon, Florida 33510

Executed by the undersigned at Tampa, Florida on this 12th day of June, 1997.


BRIAN A. SROUFEK

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

I CERTIFY that on this date before me, an officer duly authorized in the State and County named above to take acknowledgments, personally appeared BRIAN A. SROUFEK, known to me

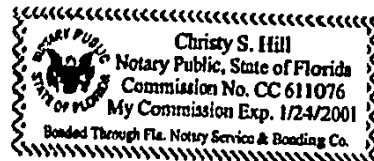
to be the person described in, and who executed the foregoing instrument, and that the he
acknowledged before me the execution of these Articles of Incorporation.

Executed and sealed by me at Tampa, Florida on this 12th day of
June, 1997.

Christy S. Hill

NOTARY PUBLIC

My commission expires:



REGISTERED AGENT ACKNOWLEDGMENT

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

Brian A. Sroufek
BRIAN A. SROUFEK

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