

P970000 57278



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 446540 6258A

AUTHORIZATION :

COST LIMIT : \$ 70.00 *Patricia P. King*

ORDER DATE : June 30, 1997

ORDER TIME : 10:18 AM

300002226383--1

ORDER NO. : 446540-005

CUSTOMER NO: 6258A

CUSTOMER: Ms. Shelly Conway  
BOND SCHOENECK & KING, P.A.

Suite 107  
1167 Third Street South  
Naples, FL 339407098

DOMESTIC FILING

NAME: DEMAND TECHNOLOGY  
SOFTWARE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS: \_\_\_\_\_

JUN 30 1997

ARTICLES OF INCORPORATION  
OF  
DEMAND TECHNOLOGY SOFTWARE, INC.

FILED  
97 JUN 30 PM 2:58  
TALLAHASSEE, FLORIDA

Article 1. Name

The name of the Corporation is

Demand Technology Software, Inc.

Article 2. Duration

The duration of the Corporation is perpetual.

Article 3. Purposes

The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 4. Principal Office and Mailing Address

The principal place of business of the Corporation is at 1028 Eighth Avenue South, Naples, Florida 34102. The mailing address of the Corporation is 1028 Eighth Avenue South, Naples, Florida 34102.

Article 5. Initial Registered Office and Agent

The initial registered office of the Corporation is c/o Bond, Schoeneck and King, P.A., 1167 Third Street South, Suite 107, Naples, Florida, 34104. The name of the initial registered agent at that address is William M. Burke, Esq.

Article 6. Authorized Shares

The aggregate number of shares which the Corporation is authorized to issue is One Hundred Thousand (100,000) shares of common stock, all of which shall have a par value of \$.01. Such shares of stock are as follows:

Class A - 100,000 common, voting stock, \$.01 par value

Article 7. Initial Board of Directors

The initial board of directors shall consist of one (1) member. The names and addresses of the initial directors of the Corporation are:

Mark Friedman	1028 Eighth Avenue South Naples, FL 34102
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Article 8. Incorporator

The name and address of the sole Incorporator is:

William M. Burke	1167 Third Street South Suite 107 Naples, Florida 34102
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Article 9. Commencement of Existence


The Corporation's existence shall commence upon the filing of these Articles of Incorporation with the Florida Secretary of State.

Article 10. Amendment

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

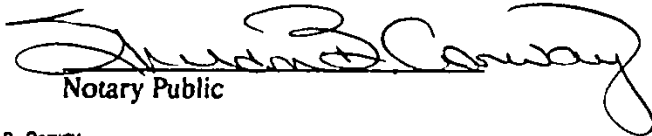
**In Witness Whereof,** the undersigned has signed these Articles of Incorporation on this

27th day of June, 1997.

  
\_\_\_\_\_  
William M. Burke, Esquire

STATE OF FLORIDA :  
:  
COLLIER COUNTY : ss.:

The foregoing instrument was acknowledged before me this 27th day of June, 1997, by WILLIAM M. BURKE, who is personally known to me and who acknowledged to and before me that he executed the instrument for the purposes therein expressed.

  
Notary Public

My Commission Expires:



Sheldon B. Conway  
MY COMMISSION # CC556205 EXPIRES  
July 25, 2000  
BONDED THRU TROY FAIR INSURANCE, INC.

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of Demand Technology Software, Inc., which is contained in the foregoing Articles of Incorporation. I am familiar with, and accept, the obligations of such a position.

DATED this 27th day of June, 1997.

A handwritten signature in cursive script, reading "William M. Burke", is written over a horizontal line.

William M. Burke, Esquire  
Registered Agent

RECEIVED  
JUN 28 1997  
FIDELITY & SECURITY  
CORPORATION