

P971000058764

PARKER SOFTWARE, INC.

3511 - 5th Avenue N.  
St. Petersburg, FL 33713

June 30, 1997

Florida Secretary of State  
Division of Incorporations  
P.O. Box 6327  
Tallahassee, FL 32314

400002230434--5  
-07/03/97--01115--013  
\*\*\*122.50 \*\*\*122.50

Re: Incorporation Documents  
Parker Software, Inc.

To Whom It May Concern:

I have enclosed two (2) signed original Articles of Incorporation of Parker Software, Inc. along with a check in the amount of \$122.50 (\$70 for filing fees and \$52.50 for a certified copy), and a self-addressed stamped envelope for the return of the certified copy.

Sincerely,



Gary A. Parker  
President

GAP/kp

Enclosures

FILED  
SECRETARY OF STATE  
DIVISION OF INCORPORATIONS  
97 JUL -3 AM 10:54

8/7/97

EFFECTIVE DATE

7/1/97

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JUL -3 AM 10:54

**ARTICLES OF INCORPORATION  
OF**

**Parker Software, Inc.**

**ARTICLE I - NAME**

The name of this corporation is Parker Software, Inc.

**ARTICLE II - DURATION**

This Corporation shall have perpetual existence commencing on July 1, 1997.

**ARTICLE III - PURPOSE**

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE IV - CAPITAL STOCK**

This Corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The name and street address of the initial registered agent of this Corporation is:

**Gary A. Parker  
3511 Fifth Avenue North  
St. Petersburg, Florida 33713**

#### **ARTICLE VI - CORPORATE ADDRESS**

The street address of the Corporation is:

**3511 Fifth Avenue North  
St. Petersburg, Florida 33713**

#### **ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This Corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time by the By-Laws but shall never be less than one (1).

#### **ARTICLE VIII - BY LAWS**

The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholders or Directors.

#### **ARTICLE IX - INDEMNIFICATION**

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

#### **ARTICLE X - PREEMPTIVE RIGHTS**

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

**ARTICLE XI - INCORPORATION**

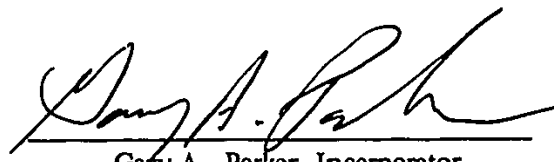
The name and address of the person signing these Articles is:

**Gary A. Parker  
3511 Fifth Avenue North  
St. Petersburg, Florida 33713**

**ARTICLE XII - AMENDMENT**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 30<sup>th</sup> day of June 1997.

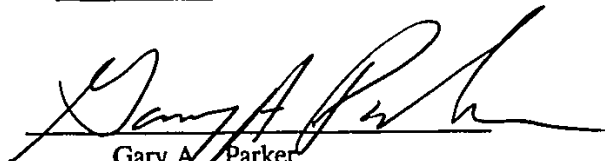
  
\_\_\_\_\_  
Gary A. Parker, Incorporator

**ACCEPTANCE BY REGISTERED AGENT**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JUN 30 1997

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE  
STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE  
ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN  
HER CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF  
ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS  
DUTIES.

DATED THIS 30<sup>th</sup> DAY OF June, 1997.

  
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Gary A. Parker