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ACCOUNT NO. : 072100000032

REFERENCE : 459815, 7132536

AUTHORIZATION : Patricia Pzyts

COST LIMIT : \$ 70.00

ORDER DATE : July 11, 1997

ORDER TIME : 9:17 AM

ORDER NO. : 459815-005

CUSTOMER NO: 7132536

900002237249--5

CUSTOMER: Mr. Robert Lassiter  
MR. ROBERT LASSITER

1500 Bay Road, Suite 868

Miami, FL 33139

DOMESTIC FILING

NAME: EARNEST SOFTWARE DEVELOPMENT  
GROUP 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: \_\_\_\_\_

97 JUL 14 PM 3:12  
TALLAHASSEE, FLORIDA

97 JUL 14 PM 12:19  
DIVISION OF CORPORATION  
RECEIVED

4

SN JUL 14 1997

FILED

97 JUL 14 PM 3:12

TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF

EARNEST SOFTWARE DEVELOPMENT GROUP INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

EARNEST SOFTWARE DEVELOPMENT GROUP INC.

The address of the principal office of this corporation shall be 1500 Bay Road, Suite 868, Miami Beach, Florida 33139, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

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 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Robert Lassiter  
Dir.

1500 Bay Road, Suite 868  
Miami Beach, Florida 33139

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporate Agents, Inc.  
1201 Hays Street  
Tallahassee, Florida 32301

The undersigned incorporator has executed these Articles of Incorporation on July 14, 1997.

  
\_\_\_\_\_  
Incorporator  
Its Agent, Karen B. Rozar

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By:   
\_\_\_\_\_  
Authorized Service Representative  
Corporation Service Company

TFR/DEBORAH SCHRODER

TALLAHASSEE, FLORIDA

97 JUL 14 PM 3:13

PM 3:13