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GLEASON, BARLOW & BOHNE, P.A.
ATTORNEYS AND COUNSELLORS AT LAW

WILLIAM H. GLEASON
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July 30, 1997

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State of Florida
Department of State
Corporate Division
Post Office Box 6327
Tallahassee, Florida 32314

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-08/01/97--01070--017
****122.50 ****122.50

Re: PERII Software, Inc.

Dear Sirs:

Enclosed please find an original and one copy of Articles of Incorporation for "PERII Software, Inc." Also enclosed is our firm's check in the amount of \$122.50 to cover the filing fees. The breakdown of the filing fees on this corporation is as follows:

\$	35.00	Filing fee
	35.00	Certificate of designation of registered agent
	<u>52.50</u>	Certified copy
\$	122.50	

Kindly file the original Articles of Incorporation in your offices and return the copy to us in the enclosed self-addressed stamped envelope I have enclosed for your convenience.

Thank you for your attention to this matter. If you should have any questions, I would be pleased to hear from you.

Yours very truly,

Christine D. Pennington
Christine D. Pennington, Secretary to
Karl W. Bohne, Jr.

/cdp
Enclosures

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97 AUG - 1 PM 9:03
TALLAHASSEE, FLORIDA

85-97

ARTICLES OF INCORPORATION
OF
PERII SOFTWARE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - Name

The name of the corporation is PERII SOFTWARE, INC.

ARTICLE II - Duration

The period of duration of the corporation is perpetual.

ARTICLE III - Purpose

The purpose or purposes for which the corporation is organized is to engage in any or all lawful business, and to do everything necessary, proper, advisable, or convenient for the accomplishment of said purposes, and to do all other things incidental to them or connected with them that are not forbidden by the Florida corporation laws or by other law, or by these articles of incorporation, and to carry out the said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district or possession of the United States, or by the foreign country.

ARTICLE IV - Capital Stock

This corporation is authorized to issue 100 shares of One Cent (\$100.00) par value common stock.

ARTICLE V - Registered Office and Agent

The street address of the initial principal office of this corporation is 555 Ashwell Court, Melbourne, Florida 32940, and the name of the initial registered agent of this corporation is JAMES E. WITCHER, whose address is 555 Ashwell Court, Melbourne, Florida 32940.

ARTICLE VI - Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by the by-laws but shall never be more than three (3). The name and address of the initial director of this corporation is:

James E. Witcher	555 Ashwell Court Melbourne, Florida 32940
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ARTICLE VII - Incorporators

The name and address of the initial incorporator of this corporation is:

James E. Witcher	555 Ashwell Court Melbourne, Florida 32940
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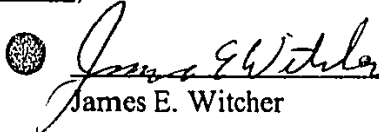
ARTICLE VIII - Indemnification

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

ARTICLE IX - Amendment

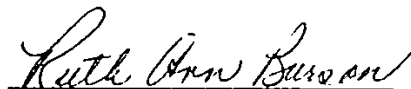
This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this 29 day of JULY, 1997.


James E. Witcher

STATE OF FLORIDA)
COUNTY OF BREVARD)

The foregoing Articles of Incorporation was acknowledged before me this _____ day of JULY 29, 1997 by James E. Witcher, who is personally known to me or who has produced DRIVERS LICENSE as identification and who did not take an oath.


Notary Public
Printed Name: RUTH ANN BURSON
Commission No.: _____
Commission Expires _____



Ruth Ann Burson
My Commission C0617326
Expires January 28, 2001

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE, NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

That PERII SOFTWARE, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at 555 Ashwell Court, City of Melbourne, County of Brevard, State of Florida, has named JAMES E. WITCHER, 555 Ashwell Court, Melbourne, Florida 32940, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at place designated 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.



By: *James E. Witcher*
James E. Witcher, Registered
Agent

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TALLAHASSEE, FLORIDA