



THE UNITED STATES  
CORPORATION  
COMPANY

P97000068519

ACCOUNT NO. : 072100000032

REFERENCE : 489093 81579A

AUTHORIZATION : *Patricia Pizzuto*

COST LIMIT : \$ 122.50

ORDER DATE : August 7, 1997

ORDER TIME : 10:57 AM

ORDER NO. : 489093-005

CUSTOMER NO: 81579A

200002260762--4

CUSTOMER: L. A. Gornto, Jr., Esq  
L. A. GORNT0, JR., ESQ

Suite 400  
149-f South Ridgewood Avenue  
Daytona, FL 32114

DOMESTIC FILING

NAME: HTE - USL SYSTEMS CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stephanie Stscherban

EXAMINER'S INITIALS:

FILED  
97 AUG -7 PM 1:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
97 AUG -7 PM 12:20  
DIVISION OF CORPORATION

SN AUG -7 1997

EFFECTIVE DATE  
8/6/97

ARTICLES OF INCORPORATION  
OF  
HTE - USL SYSTEMS CORPORATION

FILED  
97 AUG -7 PM 1:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I  
NAME

The name of this corporation shall be:

HTE - USL Systems Corporation

ARTICLE II  
PRINCIPAL OFFICE

The principal place of business or mailing address of this corporation shall be:

1000 Business Center Drive  
Lake Mary, FL 32746-5585

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 voting common stock having a par value of \$1.00 per share, with the consideration to be paid for each share to be in cash, property or other benefits to the corporation, as may be determined to be adequate by the Board of Directors.

ARTICLE IV  
REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 149-F S. Ridgewood Avenue, Daytona Beach, Florida 32114, and the name of the initial registered agent of the corporation at that address is L. A. Gornito, Jr., Esq.

**ARTICLE V  
TERM OF EXISTENCE**

This corporation shall commence August 6, 1997, and shall have perpetual existence.

**ARTICLE VI  
NUMBER OF DIRECTORS**

This corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the Board of Directors or the Shareholders in accordance with the Bylaws of this corporation. The Director, as such, shall receive such compensation for his services, if any, as may be set by the Board of Directors at an annual or special meeting. The Director may authorize and require the payment of the reasonable expenses incurred by the Director in attending meetings of the Directors. Nothing in this Article shall be construed to preclude the Director from serving the corporation in any other capacity and receiving compensation therefor.

**ARTICLE VII  
DIRECTORS**

The name and address of the initial Director of this corporation, who shall hold office the first year of the corporation's existence or until his successors are elected, are:

<u>Name</u>	<u>Address</u>
Dennis J. Harward	1000 Business Center Drive Lake Mary, FL 32746-5855

**ARTICLE VIII  
OFFICERS**

The names and addresses of the initial Officers of this corporation, who shall hold office the first year of the corporation's existence or until their successors are elected, are:

<u>Name and Address</u>	<u>Office</u>
Dennis J. Harward 1000 Business Center Drive Lake Mary, FL 32746-5855	Chairman, President, Secretary and Treasurer
L. A. Gornito, Jr. 149-F S. Ridgewood Avenue Daytona Beach, FL 32114	Exec. Vice President, Asst. Secretary and Asst. Treasurer

**ARTICLE IX  
INCORPORATOR**

The name and street address of the incorporator signing these articles are:

Name

Address

L. A. Gornito, Jr., Esq.

149-F S. Ridgewood Avenue  
Daytona Beach, FL 32114

**ARTICLE X  
AMENDMENT TO ARTICLES**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholders' meeting by a majority of the stock issued and entitled to be voted, unless all the Directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. Any right conferred by these Articles of Incorporation upon the Shareholders is subject to this reservation.

**ARTICLE XI  
BYLAWS**

The power to adopt, alter, amend or repeal Bylaws of this corporation shall be vested in the Board of Directors.

**ARTICLE XII  
INDEMNIFICATION**

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

The undersigned incorporator has executed these Articles of Incorporation this 6th day of August, 1997.

  
\_\_\_\_\_  
L. A. Gornito, Jr.

STATE OF FLORIDA

COUNTY OF VOLUSIA

The foregoing Articles of Incorporation was acknowledged before me this 6th day of August, 1997, by L. A. Gornito, Jr., who is personally known to me and who did not take an oath.



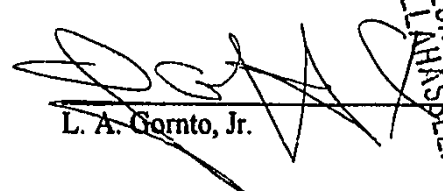
Notary Public  
State of Florida at Large  
My Commission Expires:



MICHELE LECLERC  
Notary Public, State of Florida  
My Comm. Exp. Apr. 28, 1999  
Comm. No. CC 446577

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

L. A. Gornito, Jr., Esq., 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.

  
L. A. Gornito, Jr.

**FILED**  
97 AUG -7 PM 1:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA