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MACKEREL SOFT, INC.
10910 Covey Court, Suite 100
Tampa, FL 33625

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

July 27, 1997

Division of Corporations
409 East Gaines Street
Tallahassee, Fl 32399

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Gentlemen,

Please find enclosed the Articles of Incorporation for

MACKEREL SOFT, INC.

I have included the original and a copy of the Articles and a check in the amount of \$122.50 for the basic filing and a certified copy.

Sincerely yours,

Victor Gandy

8/12/97

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

MACKEREL SOFT, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person, competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation shall be:

MACKEREL SOFT, INC.

the principle place of business of this corporation shall be
10910 Covey Court, Suite 100, Tampa, Fl 33625

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 7,500 shares of common stock having \$1 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 10910 Covey Court, Suite 100, Tampa, Florida 33625, and the name of the initial registered agent at said address is Victor Gandoff.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. SPECIAL PROVISION

It is the intent of the incorporator that the corporation may qualify as an C corporation under the Internal Revenue Code. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE VII. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until their successor is elected or appointed are:

Victor Gandoff
Dir/Pres/Sec

10910 Covey Court, Suite 100
Tampa, FL 33625

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these
Articles of Incorporation is as follows: Victor Gandoff,
10910 Covey Court, Suite 100,., Tampa, Florida 33625.

STATE OF FLORIDA

COUNTY OF Hillsborough

Before me, the undersigned authority, personally appeared VICTOR GANDOFF, who is to me known to be the person described in and who executed the foregoing Articles of Incorporation as Incorporator, and he acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.

In Witness Whereof, I have unto set my hand and seal at Tampa, in said County and State, This 27th day of July 1997.

Victor S. Gandoff

Lisa J. Friedman
Notary Public
My Commission Expires



*State of Florida
Hillsborough County*

CERTIFICATE OF REGISTERED AGENT

In Compliance with Section 48.091 and 607.034 of the Florida Statutes, the following is submitted:

The MACKEREL SOFT, INC. desiring to qualify under the laws of the State of Florida, with its principal place of business in the City of Tampa, State of Florida, has Named VICTOR GANDOFF, 10910 Covey Court, Suite 100,, Tampa, Florida 33625 , as its Registered Agent to accept service of process within the State of Florida.

July 27, 1997

By: Victor Gandoff

VICTOR GANDOFF
Subscriber

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above state corporation at the place designated above, I HEREBY AGREE TO ACT in this capacity and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

July 27, 1997

By: VICTOR GANDOFF

VICTOR GANDOFF
Registered Agent