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CHRISTOPHER STEPHEN HANDAL  
1221 N.W. 185TH TERRACE  
PEMBROKE PINES, FLORIDA 33029  
(954-436-8377)

August 14, 1997

Secretary of State  
Division of Corporation  
Post Office Box 6327  
Tallahassee, Florida 32314

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-08/18/97--01074--005  
\*\*\*\*\*122.50 \*\*\*\*\*122.50

VIA U.S. MAIL

RE: Articles of Incorporation for Software Strategies, Inc.

AUG 19 1997 BSB

Dear Madam or Sir:

Enclosed are 2 originals of the Articles of Incorporation for Software Strategies, Inc. along with the Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May Be Served. Also, enclosed is a check in the amount of \$122.50 for filing the articles and returning a certified original..

If you have any questions, or if further information is needed please do not hesitate to contact me.

Very truly yours,

SOFTWARE STRATEGIES, INC.

By: 

Tina Louise Handal

/tlh  
Enclosures

L123001.002

ARTICLES OF INCORPORATION

OF

SOFTWARE STRATEGIES, INC.

**FILED**  
97 AUG 18 AM 9:07  
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME & ADDRESS

The name and address of the corporation shall be:

SOFTWARE STRATEGIES, INC.  
1221 N.W. 185th Terrace  
Pembroke Pines, Florida 33029

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 State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share. Shares may be issued only for a consideration having, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and nonassessable.

#### ARTICLE IV

##### TERM OF EXISTENCE

This corporation is to exist perpetually, commencing upon the filing of these Article of Incorporation with the Department of State.

#### ARTICLE V

##### REGISTERED AGENT AND INITIAL OFFICE

The Registered Agent and the street address of the initial Registered Office of the corporation shall be:

CHRISTOPHER STEPHEN HANDAL  
1221 N.W. 185th Terrace  
Pembroke Pines, Florida 33029

The Board of Directors may from time to time, move the Registered Office to any other office address in the State of Florida.

#### ARTICLE VI

##### PREEMPTIVE RIGHTS

Every shareholder 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 at the price at which it is offered to others.

#### ARTICLE VII

##### DIRECTORS

This corporation shall have One (1) Director, initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than One (1). The name and street address of the initial member of the Board of Directors is:

CHRISTOPHER STEPHEN HANDAL  
1221 N.W. 185th Terrace  
Pembroke Pines, Florida 33029

The person named as initial Director shall hold office for the first year of existence of this Corporation or until his successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE IX

OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

CHRISTOPHER STEPHEN HANDAL, PRESIDENT

ARTICLE X

INCORPORATOR

The name and street address of the entity signing these Articles of Incorporation is:

CHRISTOPHER STEPHEN HANDAL  
1221 N.W. 185th Terrace  
Pembroke Pines, Florida 33029

ARTICLE XI

CONFLICT OF INTEREST

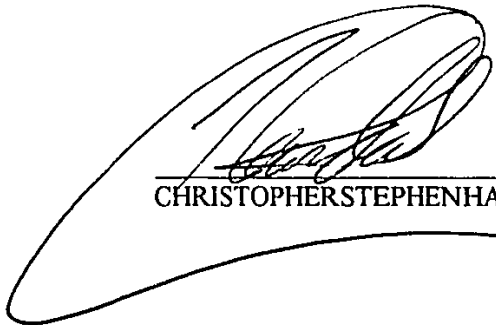
No contract between this Corporation and another corporation or another individual shall be invalidated by reason of the fact that one or more of the officers or directors of this Corporation are officers or directors of the said other corporation, or by reason of the fact that one or more of the officers or directors of this Corporation may be the other individual or individuals contracting with this Corporation.

ARTICLE XII

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by majority vote of the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority vote of the stockholders entitled to vote thereon, unless all of the directors and all of the voting stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 14  
day of August, 1997.



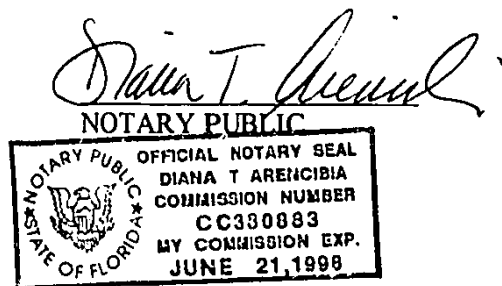
CHRISTOPHERSTEPHENHANDAL

STATE OF FLORIDA     )  
                                  )ss  
COUNTY OF DADE     )

BEFORE ME, a Notary Public, personally appeared CHRISTOPHER STEPHEN HANDAL,  
to me known to be the person described as Incorporator and who executed the foregoing Articles of  
Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal at Dade County, Florida, this 14 of August,  
1997.

My Commission Expires:



FILED

97 AUG 18 AM 9:07

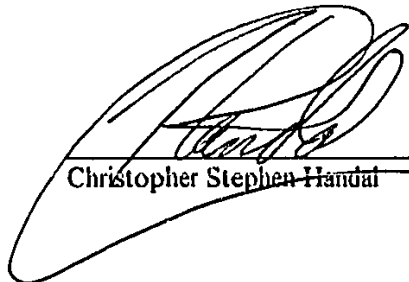
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS  
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That Software Strategies, Inc., desiring to organize under the laws of the State of Florida, with its initial registered office, as indicated in the Articles of Incorporation, has named Christopher Stephen Handal, of 1221 N.W. 185th Terrace, Pembroke Pines, County of Broward, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, the undersigned hereby agrees to act in this capacity, and agrees to comply with the provisions of said Act relative to keeping open said office.



Christopher Stephen Handal