TRANSMITTAL LETTER

P97000073491

FILED

*LORETARY OF STATE

*SIGN OF COPPORATION

97 AUG 25 PM 1: 29

Department of State Division of Corporations P. O. Box 6327 Tallahassee, FL 32314

| SUBJECT: AS | Sent War | rporate name - must include | c suffix) |
|--|----------------------------------|--|---|
| | | - | 700002265 -08/18/97(******78.75 |
| Enclosed is an original a | and one(1) copy of the articles | s of incorporation and a | check for : |
| \$70.00 Filing Fee | \$78.75 Filing Fee & Certificate | S122.50 Filing Fee & Certified Copy ADDITIONAL CO | \$131.25 Filing Fee, Certified Copy & Certificate |
| FROM: Joseph J. D'Urso Name (Printed or typed) | | | |
| 4 | 22425 S.W. 1 | 62 Avenue Address | |
| - | Goulds, FL. City, | 33170 State & Zip | |
| - | (305) 238-76 Daytime T | 90 Ext. 310 |) |

NOTE: Please provide the original and one copy of the articles.



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

August 19, 1997

JOSEPH J. D'URSO 22425 S.W. 162 AVENUE GOULDS, FL 33170

SUBJECT: ASSENT SOFTWARE, INC.

Ref. Number: W97000019110

We have received your document for ASSENT SOFTWARE, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6929.

Randall Purintun Document Specialist

Letter Number: 797A00041862



ARTICLES OF INCORPORATION

97 AUG 25 PH 1:29

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

| ARTICLE I NAME The name of the corporation shall be: |
|--|
| Assent Software, Inc. ASSENTWARE, INC. |
| ARTICLE II PRINCIPAL OFFICE The principal place of business and mailing address of this corporation shall be: |
| 22425 S.W. 162 Avenue Goulds, Fl. 33170 ARTICLE III SHARES |
| The number of shares of stock that this corporation is authorized to have outstanding at any one time is: |
| ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS |
| The name and Florida street address of the initial registered agent are: Joseph D'Orso |
| 22425 S.W. 162 Avenue Goulds, FL. 33170 |
| ARTICLE V INCORPORATOR The name and address of the incorporator to these Articles of Incorporation are: |
| Joseph J. D'Urso, 22425 S.W. 162 Avenue, Goulds, FL.33 |
| Josephature/Incorporator President 8/16/97 Date |
| (An additional article must be added if an effective date is requested.) |
| Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent |
| Signature/Registered Agent 8/16/97 Date |