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TALLAHASSEE, FLORIDA

STEVEN MARKS 13 UNO LAGO DRIVE 561-776-1311 JUNO BEACH, FL 33408		8/22 97	105
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**ARTICLES OF INCORPORATION
OF
DIGITAL RESEACH CORPORATION**

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THE UNDERSIGNED, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of this corporation is: Digital Research Corporation.

ARTICLE II

The duration of this corporation is perpetual.

ARTICLE III

The purposes for which this corporation is to conduct computer research and development of programs for individuals or businesses. . In connection with such purpose the Corporation shall have the corporate authority to do the following to accomplish such purpose:

- a. To do all things necessary or convenient to carry out its business and affairs;
- b. To acquire by purchase, exchange, gift, bequest, subscription or otherwise, and to hold, own, mortgage, pledge, hypothecate, sell, assign, transfer, exchange or otherwise dispose of or deal in or with its own corporate securities or stock or other securities, including without limitations, any shares of stock, bonds, debentures, notes, mortgages, or other instruments representing rights or interests therein or any property or assets created or issued by any person, firm, association or corporation, or any government or subdivisions, agencies or instrumentalities thereof; to make payment therefore in any lawful manner or to issue in exchange therefore its own securities or to use its unrestricted or unreserved earned surplus for the purchases Of its own shares, and to exercise as owner or holder of any securities, and all rights, powers and privileges in respect thereof;

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c. To do each and everything necessary, suitable or proper for the accomplishment of the purpose set forth herein or the attainment of any one or more of the subjects herein enumerated, or which may at any time appear conducive to or expedient for the protection or benefit of this corporation, and to do said acts as fully and to the same extent as natural persons might, or could do, in any part of the world as principals, agents, partners, trustees or otherwise, either 'alone or in conjunction with any other person, association or corporation;

d. To do everything necessary, proper, advisable, or convenient in connection with the foregoing purpose, or otherwise, and to engage in any lawful act or activity for which corporations may, be organized under the laws of the State of Florida related thereto; provided, however, nothing herein contained shall be deemed or construed as authorizing, or permitting, or purporting to authorize or permit the corporation to carry on any business, exercise any power, or do any act which the corporation may not, under the laws of the State of Florida, lawfully carry on, exercise, or do; and

e. The foregoing clauses shall be construed both as purposes and powers, and shall not be held to limit or restrict in any manner the general powers of the corporation, and the enjoyment and exercise of the specific purpose set forth here/n, as conferred by the Laws of the State of Florida.

f. To open bank accounts and sign or duly authorize others to sign on such bank accounts.

ARTICLE IV - STOCK

The aggregate number of shares which this corporation shall have authority to issue is One Thousand (1,000) shares of common voting stock. Fully-paid stock of this corporation shall not be liable to any further call or assessment. The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time. To the extent of the par value of such shares, and the excess, if any, of consideration received for such shares, same shall constitute capital surplus.

ARTICLE V - AMENDMENT

These Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a Shareholders meeting called for that purpose.

ARTICLE VI - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of this corporation's initial registered office in Florida is 13 Uno Lago Juno Beach, Florida 33408, and the name of its initial registered agent at that address is Steven Marks.

ARTICLE VII - INCORPORATOR

The name and address of the incorporator

Name

Address

Steven Marks

13 Uno Lago
Juno Beach, Florida 33408

ARTICLE VIII - COMMON DIRECTORS - TRANSACTIONS BETWEEN CORPORATIONS

No contract or other transaction between this corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors are directors or officers or are financially interested, shall either be void or voidable because of such relationship or interest, if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested Director; or (b) the fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (c) the contract is fair and reasonable to the corporation.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves or ratifies such contract or transaction.

ARTICLE IX - BY-LAWS

The By-Laws of the corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Shareholders at any meeting thereof.

ARTICLE X INDEMNIFICATION

The corporation shall indemnify all officers and directors, and former officers and directors, to the fullest extent permitted by law, as the law now exists or may be amended hereafter.

ARTICLE XI - PRINCIPAL OFFICE

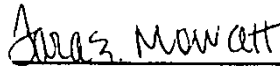
The principal office of the corporation shall be located at 13 Uno Lago, Juno Beach, Florida 33408 or such other place as the directors hereafter designate. Dated this 19th day of August, 1997.

STATE OF FLORIDA
COUNTY OF PALM BEACH



Steven Marks
Incorporator

The foregoing Articles of Incorporation were acknowledged before me this 22th day of August, 1997.



Notary Public, State of Florida at
Large

My Commission Expires: JUNE 17, 2001



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

The following is submitted pursuant to Sections 48.091(1) and 607.034, Florida Statutes: Digital Research Corporation desiring to organize under the laws of the State of Florida being in the County of Palm Beach, at 13 Uno Lago , Juno Beach, Florida 33408, has named Steven Marks, located at that same address as its initial registered agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the abovestated corporation, at the initial registered office of the Corporation in this State, I hereby accept to act in this capacity and agree to comply with the provisions of said statute relative to keeping the *registered* office of the corporation open from 10.00 a.m. to noon each day, except Saturdays, Sundays and legal holidays, and to post therein a sign designating the name of the corporation and the name of its registered agent.

BY:



Steven Marks
August 19, 1997

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