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WILLS, ESTATES AND ESTATE PLANNING
TAXATION
CORPORATIONS
REAL ESTATE

THE FLORIDA BAR
THE GEORGIA BAR
THE NORTH CAROLINA BAR
THE DISTRICT OF COLUMBIA BAR

August 28, 1997

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

800002280828--3
-08/29/97--01035--004
****122.50 ****122.50


Re: STRATEGIC SOFTWARE SOLUTIONS CORP.

Gentlepeople:

Please find enclosed the original and one copy of the Articles of Incorporation for the above referenced corporation. Also, please find enclosed the designation of registered agent and a check payable to yourselves in the amount of \$122.50 to cover the costs of filing.

When the Articles have been filed, return the certified copy to me at the above address. Thank you for your prompt attention to this matter.

Sincerely,


Michael L. Berger

MLB:mc

Enclosures

cc: Client

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 AUG 29 AM 10:57

D. BROWN 'SEP - 2 1997

ARTICLES OF INCORPORATION
OF
STRATEGIC SOFTWARE SOLUTIONS CORP.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 AUG 29 AM 10:57

The undersigned, being of legal age and a natural person, does hereby subscribe to, acknowledge, and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be:
STRATEGIC SOFTWARE SOLUTIONS CORP.

ARTICLE II

The nature of business of this corporation and the objects and purposes proposed to be transacted and carried on by it are as follows:

1. To engage in the business of computer software and hardware including the purchase, sale, repair, manufacture, and leasing of hardware and software as well as computer consulting.

2. To engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
7500	\$1.00	Common

All of the said stock shall be payable in cash, property, (real or personal), labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

ARTICLE IV

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial registered agent and the registered agent's address shall be:

MICHAEL L. BERGER, J.D., LL.M., P.A.
9990 S.W. 77th Avenue
Suite # 313
Miami, Florida 33156

ARTICLE VI

This corporation shall have at least one director, with the exact number to be specified by the shareholders from time to time unless the shareholders shall, by a majority vote thereafter, determine that the corporation be managed by the shareholders.

ARTICLE VII

The name and address of the first director of the corporation, who shall hold office until the first annual meeting of shareholders and until the directors successor is duly elected and qualified or until the director's earlier resignation, removal from office or death shall be:

Name

Address

CARLOS H. ESPEJO

8310 S.W. 147 Court
Miami, Florida 33193-1517

ARTICLE VIII

The name and address of the Subscriber and of the person signing these Articles, and the number of shares the subscriber agrees to take is:

<u>Name and Address</u>	<u>Number of Shares</u>
Michael L. Berger 9990 S.W. 77th Avenue Suite # 313 Miami, Florida 33156	1

ARTICLE IX

The corporation's principal office and mailing address is as follows:

STRATEGIC SOFTWARE SOLUTIONS CORP.
8310 S.W. 147 Court
Miami, Florida 33193-1517

ARTICLE X

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that such individual or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director

of this corporation who is also a director or officer of such other corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction with like force and effect as if such individual were not such a director or officer of such other corporation, or not so interested.

ARTICLE XI

The private property of the shareholders shall not be subject to payment of the corporate debts to any extent whatever. The corporation shall have a first lien on the shares of its shareholders and upon the dividends due them, if any, for any indebtedness of such shareholder to the corporation.

ARTICLE XII

This corporation shall indemnify and hold harmless and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

There shall be no preemptive rights for any stock issued by this corporation.

IN WITNESS WHEREOF, the undersigned being the original Subscriber to the capital stock hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and hereunto set our hands and seals this 25th day of August, 1997.

Michael L. Berger (L.S.)
MICHAEL L. BERGER

STATE OF GEORGIA

COUNTY OF CLARKE

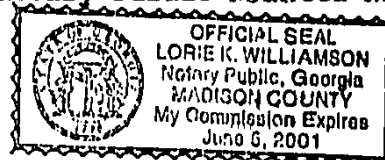
I HEREBY CERTIFY that this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared MICHAEL L. BERGER to me well known to be the person described in or who produced a _____ as identification, and who executed the foregoing instrument and he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 25 day of August, 1997.

Lorie K. Williamson
Notary Public Signature

(SEAL)

Lorie K. Williamson
Notary Public Printed Name



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:

First--that STRATEGIC SOFTWARE SOLUTIONS CORP., desiring to organize under the laws of the state of Florida, with its principal office, as indicated in the Articles of Incorporation at City of Miami, County of Dade, State of Florida, has named MICHAEL L. BERGER, J.D., LL.M., P.A., as its registered agent to accept service of process within this state. Further, the registered address of this corporation is 9990 S.W. 77th Avenue, Miami, Florida 33156.

STRATEGIC SOFTWARE SOLUTIONS CORP.

By:

Michael L. Berger
MICHAEL L. BERGER

FILED
STATE
SECRETARY OF CORPORATIONS
AUG 26 1998
AM 10:58

ACKNOWLEDGEMENT

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

By:

Michael L. Berger
MICHAEL L. BERGER, J.D., LL.M., P.A.
Registered Agent