0076191 FILED 97 SEP -3 PM 2: 20 1917 NickLaus DR. Address SECRETARY OF STATE TALLAHASSEE, FLORIDA Tallchassee FL 3230/ 942-664; City/State/Zip Phone # Office Use Only CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known): 100002284181--5 Tech Alliance, Ivc. (Document #) (Corporation Name) (Document #) (Corporation Name) (Document #) (Corporation Name) (Document #) Pick up time Certified Copy Photocopy Mail out Certificate of Status AMENDMENTS NEW FILINGS Profit Amendment Resignation of R.A., Officer/ Director **NonProfit** Change of Registered Agent Limited Liability Dissolution/Withdrawal **Domestication** Other Merger OTHER FILINGS **REGISTRATION/ QUALIFICATION Annual Report Foreign Fictitious Name Limited Partnership Name Reservation Reinstatement Trademark

Other

CR2E031(1/95)

Examiner's Initials

14/3/97

ARTICLES OF INCORPORATION

OF

SofTech Alliance, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is:

SofTech Alliance, Inc.

ARTICLE II

The corporation shall have perpetual duration.

ARTICLE III

The corporation is organized pursuant to the statutory provisions of the Florida Business Corporation Code.

ARTICLE IV

The corporation is a corporation for profit and is organized for the following general purposes:

- (a) The purpose of the corporation shall be to operate as a consulting firm to design, develop, implement and support computer software application systems.
- (b) To acquire, by purchase, lease, or otherwise, any real or personal property deemed necessary or useful in the furnishing, improvement, development, or management of the business. To invest, trade, and deal in any personal or real property deemed beneficial to the Corporation, and to encumber or dispose of any personal property at any time owned or held by the Corporation.
- (c) To engage in any other lawful acts or activities for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE V

The corporation shall be authorized to issue its common stock in accordance with the provisions of Section 1244 of the Internal Revenue Code of 1986, as amended, pursuant to such prior plans as it may from time to time adopt, and the Board of Directors of the corporation shall be authorized to adopt the initial plan for the issuance of such common stock at its organizational meeting.

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ARTICLE VI

The maximum number of shares of capital stock that the CORPARTION be authorized to have outstanding at any time shall be successful. be authorized to have outstanding at any time shall be ANNAHABEED THOUSAND (100,000) shares of \$1.00 Par Value common stock without preemptive right. The corporation shall not begin business until it has received consideration of a fixed value, which shall not be less than \$500.00 for the issuance of its shares of common stock. Thereafter, the shares of stock shall be issued only for such consideration as may be fixed by the Board of Directors, but not for less than the par value thereof.

ARTICLE VII

There shall be no preemptive right of shareholders of the corporation to purchase, subscribe for or otherwise acquire any new or additional shares of capital stock of the corporation of any class.

ARTICLE VIII

Fursuant to the provisions of ξ 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida:

1. The name of the corporation is SofTech Alliance, Inc.

2. The name and address of the registered agent and office are: (Name of Registered Agent)

Don R. Cameron

1917 Nicklaus Drive, Tallahassee, Florida 32301

The principal address is the same as the registered office.

ACCEPTANCE BY REGISTERED AGENT

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, this ____ day of September, 1997.

Don R. Cameron

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ARTICLE X

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The initial Board of Directors of the corporation shall consist of ARY OF STATE SECRETARY OF STATE TAIL AHASSEE, FLORIDA

Leon K. Bennett, Jr. Don R. Cameron Lynn T. Marston Teresa A. Edwards Joyce A. Meiser

ARTICLE XI

The corporation shall have the power, acting through its Board of Directors, to make distributions to its shareholders out of its capital surplus and to purchase its own shares out of its unreserved and unrestricted capital surplus available therefor.

ARTICLE XII

The names and addresses of the incorporatees are:

Leon K. Bennett, Jr. Rt. 3, Box 110-K Monticello, Florida 32344

Don R. Cameron 1917 Nicklaus Drive Tallahassee, Florida 32301

Teresa A. Edwards 10505 Valentine Road South Tallahassee, Florida 32311

Lynn T. Marston HC 1, Box 3500J Tallahassee, Florida 32310

Joyce A. Meiser 109 Walker Creek Drive Shell Point Beach, Florida 32327

IN WITNESS WHEREOF, the undersigned incorporators have hereunto executed these Articles of Incorporation, this the day of September, 1997.

Leon K Bennatt Jr

Don R. Cameron

Teresa A. Edwards

Lynn T. Marston

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Joyce M. Meiser