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September 4, 1997

Florida Department of State  
DIVISION OF CORPORATIONS  
P.O. Box 6327  
Tallahassee, FL 32314

000002286798--2  
09/08/97--01059--002  
\*\*\*\*122.50 \*\*\*\*122.50

RE: SOFTMAGIC CORP.  
Articles of Incorporation

Enclosed please find the original and one copy of articles of incorporation together with a check in the amount of \$122.50, representing filing fee, with regard to the above captioned matter. Kindly file document and return certified copy at your earliest convenience.

Thank you for your attention to this matter and should you have any questions, please call the office.

Very truly yours,

  
DEBORAH A. CARMAN

DAC/shm  
enclos.

FILED  
97 SEP -8 AM 8 59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

mc 9/9/97

ARTICLES OF INCORPORATION  
OF  
SOFTMAGIC CORP.

FILED  
97 SEP -8 AM 8:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I  
NAME

The name of this corporation is: SOFTMAGIC CORP.

ARTICLE II  
DURATION

The term of existence of the corporation is perpetual.

ARTICLE III  
PURPOSE

The purpose for which the corporation is organized is the transaction for any and all lawful business for which corporations may be incorporated under the General Corporation Act of the State of Florida. These shall include but not be limited to, the power to sue and be sued, complain and defend in its corporate name in all actions and proceedings, and to have a Corporate Seal. The Corporation may also purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use or otherwise deal in or with real or personal property or any interest therein wherever situated. It shall have the power to sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of any or all of its property, franchises and income. It may conduct its business, carry on its operations, and have officers and exercise the powers granted by this act within and without the State of Florida.

It may elect and/or appoint officers and agents and define their duties and fix their compensation. It may take and alter by-laws in any way consistent with these Articles of Incorporation and the laws of the State for the administration and regulations of the affairs of the Corporation. The Corporation shall have the power to make donations to the public welfare or for charitable, scientific, or educational purposes. It shall have the power to transact any lawful business which the Board of Directors shall find to be in aid of Government Policy. The Corporation shall further have the power to pay pensions and establish pension plans, and other incentive plans for any and all its Directors, Officers and Employees and for any and all of the Directors, Officers and Employees of its subsidiaries. It may be a promoter, incorporator, general partner, limited partner, member, associate or manager of any corporation, partnership, limited partnership, joint venture, trust or enterprise. The Corporation shall have the further power to purchase, take, receive, subscribe for, or otherwise acquire, own, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in and with shares or other interest in or obligations of other domestic and foreign corporations, associations, partnerships and individuals including the direct and indirect obligations to the United States or any government, state, territory or other governmental body. The Corporation shall have the power to have and to exercise all powers necessary or convenient to effect its purpose.

#### ARTICLE IV

##### CAPITAL STOCK

The aggregate number of shares which the corporation has the authority to issue is 200,000 shares, all of which shall be common shares with par value of \$.01.

#### ARTICLE V

##### 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 (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE VI

##### INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial corporate office of this corporation is 6421 Congress Avenue, Suite 114, Boca Raton, Florida 33487. The registered office of this corporation is:

6421 Congress Avenue, Suite 114, Boca Raton, Florida 33487.

The name of the initial registered agent of this corporation at that address is: JENNIFER CREEK.

#### ARTICLE VII

##### DIRECTORS

This corporation shall initially have two (2) directors.

The number of directors may be either increased or diminished

from time to time by the bylaws but shall never be less than one.  
The names and addresses of the initial directors of this  
corporation are:

President: ANDRE L. SANT'ANNA  
6421 Congress Avenue, Suite 114  
Boca Raton, FL 33487

Treasurer: JENNIFER CREEK  
6421 Congress Avenue, Suite 114  
Boca Raton, FL 33487

#### ARTICLE VIII

##### INCORPORATOR

The name and address of the incorporator is:

JENNIFER CREEK  
6421 Congress Avenue, Suite 114  
Boca Raton, FL 33487

#### ARTICLE IX

##### OFFICERS

The initial officers of the corporation shall be:

ANDRE L. SANT'ANNA  
JENNIFER CREEK

#### ARTICLE X

##### COMMENCEMENT OF EXISTENCE

The corporation shall be deemed to commence its existence  
on:

Upon receipt by the Secretary of State

#### ARTICLE XI

##### AMENDMENT

This corporation reserves the right to amend or repeal any

provisions contained in this Articles of Incorporation, to any amendment hereto, and any rights conferred upon the stockholders are subject to this reservation.

IN WITNESS WHEREOF, I have subscribed my name this 4<sup>th</sup>  
day of September, A.D., 1997.

Jennifer Creek  
INCORPORATOR

STATE OF FLORIDA

COUNTY OF PALM BEACH

On this 4<sup>th</sup> day of September, A.D., 1997,  
before me, a Notary Public for the State of Florida the under-  
signed officer personally appeared JENNIFER CREEK, known to me to  
be the person whose name is subscribed to in the within instrument,  
and acknowledges he executed the same for the purposes therein  
contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Sandra H. Murphy  
Notary Public

My Commission Expires:



SANDRA H MURPHY  
My Commission CC408825  
Expires Sep. 20, 1998

FILED

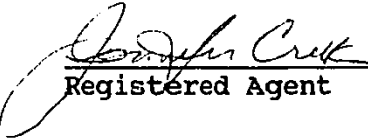
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated Corporation, at the place designated in Article VI of these Articles of Incorporation, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the complete discharge of its duties.

Dated this 4<sup>th</sup> day of September, 1997.

  
Registered Agent