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GINA HYON  
6748 WILLOW LAKE CIRCLE  
FORT MYERS, FLORIDA 33912  
941-275-4038

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 OCT -7 PM 2:48

October 3, 1997

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-10/07/97--01005--008  
\*\*\*\*122.50 \*\*\*\*122.50

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

RE: ARTICLES OF INCORPORATION OF CPC SOFTWARE SOLUTIONS, INC.

To Whom It May Concern:

Enclosed please find the original and one copy of the proposed Articles of Incorporation for CPC SOFTWARE SOLUTIONS, INC. Please approve and file the original and certify the copy.

We are enclosing a check made payable to the Secretary of State for charges as follows:

Filing Fee.....	\$35.00
Certified Copy.....	\$52.50
Designation of Registered Agent Filing Fee.....	\$35.00

TOTAL..... \$122.50

Thank you for your assistance in this matter. Please contact me if you have any questions or comments.

Sincerely yours,



Gina Hyon

Enclosures

RP  
10-8-97

ARTICLE OF INCORPORATION

OF

CPC SOFTWARE SOLUTIONS, INC.

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DIVISION OF CORPORATIONS

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The undersigned do hereby associate themselves together for the purpose of forming a corporation under the laws of the State of Florida under the corporate name of CPC SOFTWARE SOLUTIONS, INC., and hereby set forth and declare:

C H A R T E R

Article I

The name of the corporation shall be CPC SOFTWARE SOLUTIONS, INC., located at the City of Fort Myers, County of Lee, State of Florida.

Article II

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

Article III

The amount of capital stock of this corporation shall be 25,000,000 shares of \$.01 par value stock, which said stock shall be nonassessable to be held, sold, and paid for at such time and in such manner as the Board of Directors may from time to time determine. All of the capital stock shall be common stock.

Article IV

The corporation shall commence business on filing with the Secretary of State.

#### Article V

The corporation shall have perpetual existence, except that the same may be dissolved, as provided by law.

#### Article VI

The principal place for the transaction of its business shall be 6748 Willow Lake Circle, Fort Myers, Florida 33912, County of Lee. That said corporation shall have the right and authority to do business at such other place or places within or without the State of Florida as the corporation may, by resolution, designate.

#### Article VII

The corporation shall have a Board of one (1) Director and may be increased to not more than six (6) Directors. The number of directors each year may be determined by the shareholders at their annual meeting, or may be fixed by the Bylaws.

#### Article VIII

The Officers by whom the business of said corporation shall be conducted shall be a Chief Executive Officer, a President, a Secretary and a Treasurer and such other officers, agents and factors shall be chosen in such a manner, hold their office for such term and have such powers and duties as may be prescribed by the Bylaws or determined by the Board of Directors.

#### Article IX

The names and post office addresses of such subscribers of these Articles of Incorporation, with the amount of stock subscribed for and agreed to be taken by each are as follows:

Gina Hyon

6748 Willow Lake Circle

Fort Myers, Florida 33912

1000 shares

#### Article X

The amount of indebtedness or liability to which the corporation at any time may subject itself shall be unlimited.

#### Article XI

The street address of the initial registered office of this corporation is 6748 Willow Lake Circle, Fort Myers, Florida 33912, and the name of the initial registered agent of the corporation at that address is Gina Hyon.

#### Article XII

Each shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### Article XIII

The initial Bylaws of this corporation shall be adopted by the Board of Directors. The Bylaws may be amended from time to time by either the shareholders or the directors. The shareholders may amend, alter, or repeal any Bylaw adopted by the directors. The directors may not alter, amend or repeal any Bylaw adopted by the shareholders, nor may the directors adopt Bylaws which would be in conflict with the Bylaws adopted by the shareholders.

#### Article XIV

Any subscriber or shareholder present at any meeting, either in person or by proxy, and any directors present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

#### Article XV

Each director and officer of the corporation, whether or not then in office, shall be indemnified by the corporation against all cost and expense reasonably incurred or imposed upon him in connection with or arising out of any claim, demand, action, suit or proceeding in which he may be involved or to which he may be made a party by reason of his being or having been a director or officer of the corporation, said expense to include attorney's fees and the cost of reasonable settlement made with a view to curtailment of cost of litigation, except in relation to matters as to which he finally shall be adjudged in any such action, suite, or proceeding to have been derelict in the performance of his duty as such officer or director. Such right of indemnification shall not be exclusive of any other rights to which he may be entitled as a matter of law; and the foregoing right of indemnification shall inure to the benefit of the heirs, executors and administrators of any such director or officer.

#### Article XVI

A director or officer of the corporation shall not be disqualified by his office from dealing or contracting with the corporation either as a vendor, purchaser, or otherwise, nor shall any transaction or contract of the corporation be void or voidable by reason of the fact that any director or officer or any firm of which any director or officer is a member or any corporation of which any director or officer is a shareholder, officer, or director, is in any way interested in such transaction or contract, provided that such transaction or contract is or shall be authorized, ratified, or approved either (a) by a vote of a

majority of a quorum of the Board of Directors, without counting in such majority or quorum any director so interested or member of a firm so interested, or a shareholder, officer, or director of a corporation so interested, or (b) by the written consent, or by the vote of any shareholders meeting of the holders of record, of a majority of all the outstanding shares of stock in the corporation entitled to vote, nor shall any director or officer be liable to account to the corporation for any profits realized by or from or through any such transaction or contract authorized, ratified, or approved as herein provided by reason of the fact that he, or any firm of which he is a member or any corporation of which he is a shareholder, officer, or director, was interested in such transaction or contract. Nothing herein contained shall create liability in the events above described or prevent the authorized approval of such contracts in any other manner permitted by law.

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IN WITNESS WHEREOF, I the undersigned being the original subscriber to the capital stock hereinbefore mentioned for the purpose of forming a corporation under the laws of the State of Florida, do make, subscribe, acknowledge and file the foregoing Articles of Incorporation, hereby certifying that the facts therein stated are true, and hereby agree to take the number of shares of stock hereinbefore set forth at the consideration stated, and accordingly set my hand and seal at Fort Myers, Florida, this 3 day of OCT., 1997.

I hereby accept designation as registered agent for said corporation

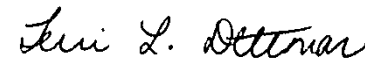


Gina Hyon  
Incorporator/Registered Agent

STATE OF FLORIDA     )  
COUNTY OF LEE        )

I HEREBY CERTIFY that before me the undersigned authority, duly authorized to take acknowledgments and administer oaths personally appeared GINA HYON, who is known to me to be the person made and subscribed to the foregoing Articles of Incorporation, and certifies and acknowledges that he made and executed said certification for the use and purposes therein expressed.

WITNESS my hand and official seal this 3<sup>rd</sup> day of OCTOBER, 1997.



Notary Public

My Commission expires: \_\_\_\_\_