

**CHRISTOPHER E. ELLS**

ATTORNEY AT LAW

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LITIGATION BUILDING  
633 SOUTH ANDREWS AVENUE  
THIRD FLOOR  
FT. LAUDERDALE, FL 33301

**P97000093393**

October 27, 1997

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

Re: HAMILTON SOFTWARES, INC.

100002335021--7  
-10/31/97--01056--021  
\*\*\*122.50 \*\*\*122.50

Dear Sir or Madam:

We enclose herewith the original and one (1) copy of the proposed Articles of Incorporation of the above captioned corporation.

Please file the original and return a certified copy to this Office.

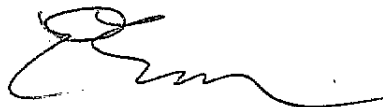
We enclose our check in the sum of \$122.50 for the following:

|                          |              |
|--------------------------|--------------|
| Filing Fee .....         | \$ 35.00     |
| Certified Copy .....     | 52.50        |
| Resident Agent Fee ..... | <u>35.00</u> |

\$122.50  
=====

Thank you for your cooperation in this regard.

Very truly yours,



Christopher E. Ells, Esquire

CEE:jal  
Enclosure

*DMC*  
*10/30/97*

**FILED**  
97 OCT 30 PM 3:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
HAMILTON SOFTWARES, INC.

FILED

97 OCT 30 PM 3:55

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is:

HAMILTON SOFTWARES, INC.

(hereinafter called the "Corporation")

ARTICLE II PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business for corporations organized under the General Corporation Act of the State of Florida.

ARTICLE III CAPITAL STOCK

The aggregate number of shares in which the corporation shall have the authority to issue is 1000 shares of Common Stock, par value \$1.00 per share.

ARTICLE IV OFFICERS

The officers of the corporation shall be as follows:  
HAMILTON STRAUGHN, President

ARTICLE V REGISTERED AGENT

The registered agent of the corporation shall be:  
Christopher E. Ells, Esquire  
The Litigation Building, Third Floor  
633 South Andrews Avenue  
Ft. Lauderdale, FL 33301

ARTICLE VI CORPORATION ADDRESS

HAMILTON SOFTWARES, INC.  
7606 S.W. 9th Street  
North Lauderdale, Florida 33068

**ARTICLE VII INCORPORATOR'S ADDRESS**

**HAMILTON STRAUGHN  
7606 S.W. 9th Street  
North Lauderdale, Florida 33068**

**ARTICLE VIII EXECUTION OF CORPORATION**

  
\_\_\_\_\_  
**HAMILTON STRAUGHN, President**

**CERTIFICATE OF DESIGNATION OF REGISTERED  
AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENTS IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Corporation is:

**HAMILTON SOFTWARES, Inc.**

2. The name and address of the registered agent and office is:

**CHRISTOPHER E. ELLS, ESQ.  
THE LITIGATION BUILDING, THIRD FLOOR  
633 SOUTH ANDREWS AVENUE  
FT. LAUDERDALE, FL 33301**

Having been named as registered agent and to accept service of process for the above mentioned 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.

  
\_\_\_\_\_  
(Signature)

10/27/97  
(Date)