

P97000100464

LAW OFFICE  
BURNETTI, P. A.

DEAN BURNETTI  
BOARD CERTIFIED WORKERS'  
COMPENSATION ATTORNEY

DOUGLAS K. BURNETTI  
CIVIL LITIGATION  
AND TRIAL PRACTICE

J. RICHARD ANDREWS  
SOCIAL SECURITY DISABILITY  
TRIAL PRACTICE

200 LAKE MORTON DRIVE, SUITE 400  
LAKELAND, FLORIDA 33801

TELEPHONE (941) 680-1131

FACSIMILE (941) 688-1978



November 21, 1997

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

Re: Jurisoft, Inc.

EFFECTIVE DATE  
11-21-97

200002355182--1

-11/24/97--01041--017

\*\*\*\*122.50 \*\*\*\*122.50

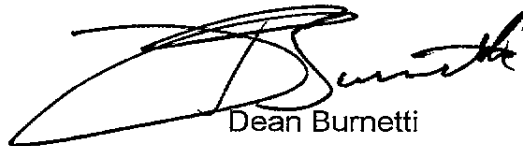
Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Incorporation to be filed for Jurisoft, Inc. I am enclosing a firm check in the amount of \$ 122.50 to cover the cost of filing as well as the cost of a certified copy. Please return the certified copy in the self-addressed, stamped envelope at your earliest convenience.

If additional monies are required or if you should have any questions or concerns, please don't hesitate to give me a call collect at the above-referenced phone number.

Sincerely,

BURNETTI, P.A.

  
Dean Burnetti

DB/jgh

D. BROWN NOV 26 1997

**ARTICLES OF INCORPORATION  
OF  
JURISOFT, INC.**

**EFFECTIVE DATE**  
11-21-97

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 NOV 24 AM 11:30

THE UNDERSIGNED subscriber to these Articles of Incorporation, for the purpose of forming a corporation under the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation:

**ARTICLE I - NAME AND ADDRESS**

The name of the Corporation is JURISOFT, INC., and the address is 200 Lake Morton Drive, Lakeland, FL 33801.

**ARTICLE II - DURATION**

The duration of the corporation is perpetual.

**ARTICLE III - PURPOSE AND NATURE OF BUSINESS**

The purpose of the Corporation and the nature of its business are as follows:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act, including but not limited to the designing, creating, programming, manufacturing, producing, copyrighting, patenting, marketing, and/or selling computer software. No other purpose limits this general purpose in any way.

B. To do everything necessary, proper or convenient for the accomplishment of any of the purposes herein set forth, which is not forbidden by the laws of the State of Florida or by the provisions of these Articles of Incorporation.

#### ARTICLE IV - SHARES

The maximum number of shares that the Corporation is authorized to have outstanding at any one time is 1000 shares having a par value of \$1.00 per share. Such shares shall be of a single class of common stock. The consideration to be paid for each share shall be fixed by the Board of Directors, and may be paid in whole or in part in cash or other property (tangible or intangible), or in labor or services actually performed for the corporation with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

#### ARTICLE V - PRE-EMPTIVE RIGHTS

Each holder of stock of this corporation shall have the first right (subject to adjustment to avoid the issue of fractional shares) to purchase shares of stock of this corporation that may hereafter from time to time be issued (whether or not presently authorized), including shares from the treasury of the corporation, in the ratio that the number of shares of stock held at the time of the issue bears to the total number of shares of stock outstanding. This right shall be deemed waived by any holder of stock who does not exercise it and pay for the stock pre-empted within thirty (30) days of receipt of a notice in writing from the corporation inviting him to exercise the right.

For any share of stock already issued, if the stockholder wishes to sell said stock, the remaining stockholders shall have the first right to purchase said stock (subject to adjustment to avoid the issue of fractional shares) in pro rata amounts equal to said purchasing stockholder's number of shares relative to all other shareholders. Unless all affected and interested parties can agree among themselves on a price for said stock, the price set shall be the average of two prices as set by two certified public accountants using

normal accounting procedures for the valuation of businesses. The certified public accountants used shall be chosen by the Board of Directors.

#### ARTICLE VI - ADDRESS AND AGENT

The street address of the principal and initial registered office of the Corporation is 200 Lake Morton Drive, Lakeland, Florida 33801, and the name of its initial registered agent is Dean Burnetti. The Board of Directors may from time to time move the office to any other address in the State of Florida and change the registered agent.

#### ARTICLE VII - DIRECTORS

The Corporation shall be managed by a Board of Directors of at least one (1) Director. The Directors shall be elected by the shareholders of the Corporation. The name and street address of each person who is to serve as a member of the initial Board of Directors is as follows:

Dean Burnetti - 2106 Kirkland Lake Dr., Auburndale, Florida 33823

Douglas K. Burnetti - 3214 Bridgefield Dr., Lakeland, Florida 33803

#### ARTICLE VIII - SUBSCRIBERS

The name and address of the subscriber, who is the incorporator of this Corporation, is as follows:

Dean Burnetti - 2106 Kirkland Lake Dr., Auburndale, Florida 33823

#### ARTICLE IX - RESTRAINT ON ALIENATION

No shareholder may sell or transfer his shares in the Corporation except to another individual who is eligible to be a shareholder of the Corporation under Florida law.

#### ARTICLE X - DISQUALIFICATION

If any officer, shareholder, agent or employee of the Corporation who has been rendering professional service to the public for the Corporation becomes legally disqualified to render such professional services within Florida or accepts employment that places restrictions or limitations upon his or her continued rendering of such professional services, then the Corporation shall require him or her to sever all employment with and financial interests in the Corporation.

#### ARTICLE XI - AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law.

#### ARTICLE XII - BYLAWS

The power to adopt, alter, amend, and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments, and repeals of the Bylaws must be approved by a majority of the Shareholders.

#### ARTICLE XIII - INDEMNIFICATION

The Corporation shall indemnify each acting Officer and Director, including former Officers and Directors, to the full extent permitted by law.

#### ARTICLE XIV - SHARE DISTRIBUTION

670 of the 1000 shares of the Corporation shall be issued to the following persons in the following amounts upon payment of appropriate consideration as determined by the Board of Directors:

SHAREHOLDER	NUMBER OF SHARES
Dean Burnetti	335
Douglas K. Burnetti	335

#### ARTICLE XV - SHARE TRANSFER RESTRICTIONS

Shares held by each shareholder may be transferred or sold to the spouse, any child or children, of such shareholder. The price, terms and other provisions regarding a transfer or sale of this nature shall be determined by such shareholder. However, shares held by each shareholder may not be sold or otherwise transferred to other persons unless first offered to this corporation or to the remaining shareholders in proportion to their shares, in accordance with Article V above. These restrictions are intended to preserve exemptions under federal and securities laws, to provide for orderly changes in ownership of shares, and to serve other reasonable purposes.

#### ARTICLE XVI - COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with Section 607.0203, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation, except that if they are not filed by the Florida Department of State within five (5) business days after that date, then corporate existence shall commence upon filing by the Department of State.

#### ARTICLE XVII - VOTING OF SHARES

Directors shall be elected by a majority of the votes at a meeting at which a quorum is present. All shareholders shall be entitled to cumulate their votes for directors. Each shareholder is entitled to multiply the number of votes it is entitled to cast by the number of directors for whom it is entitled to vote and cast the product for a single candidate or distribute the product among two or more candidates.

IN WITNESS WHEREOF, the undersigned subscriber has executed these  
Articles of Incorporation on this 21<sup>st</sup> day of November, 1997.

  
Dean Burnetti

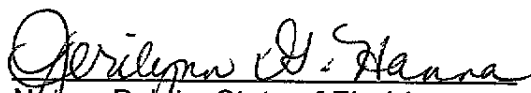
STATE OF FLORIDA  
COUNTY OF POLK

Before me personally appeared Dean Burnetti to me well known and known to me  
to be the person described herein or who presented identification in the form of  
Personally Known and who executed the foregoing Articles of Incorporation and  
acknowledged to and before me that he executed said instrument for the purposes therein  
expressed.

WITNESS my hand and official seal this 21<sup>st</sup> day of November, 1997.




JERILYNN G HANNA  
My Commission CC547546  
Expires Apr. 15, 2000

  
Notary Public, State of Florida  
at Large  
My commission expires:

ACCEPTANCE BY DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 NOV 24 AM 11:30

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement 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 property and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
Dean Burnetti

Date: 11/21/97, 1997

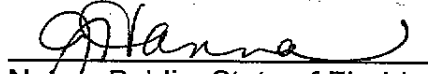
STATE OF FLORIDA  
COUNTY OF POLK

Before me personally appeared Dean Burnetti, to me well known and known to me to be the person described herein or who produced identification in the form of Personally Known and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 21<sup>st</sup> day of November, 1997.



JERILYNN G HANNA  
My Commission CC547545  
Expires Apr. 15, 2000

  
Notary Public, State of Florida  
at Large  
My commission expires: