

Susan J. Williams, P.A.
Professional Association

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P97000107686
December 1, 1997

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

Re: **ONKEY SOFTWARE, INC.**

700002379247--9
-12/22/97--01079--018
****122.50 ****122.50

Dear Sir:

Enclosed for filing please find an original and one copy of the Articles of Incorporation for the above Corporation and our check #4210 in the amount of \$122.50 to cover the costs of Filing Fees, Certified Copy, and Registered Agent Designation.

Please file said Articles of Incorporation and return a certified copy to me.

Your anticipated cooperation in this matter is appreciated. If you should have any questions, please feel free to contact me personally.

Very truly yours,

Susan J. Williams
Susan J. Williams
For the firm

SJW/lg
Enclosures
cc: Ronald J. Waggoner

FILED
97 DEC 22 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
12-17-97

QAL 12-24-97

EFFECTIVE DATE
12-17-97

ARTICLES OF INCORPORATION
OF
ONKEY SOFTWARE, INC.

FILED
97 DEC 22 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is ONKEY SOFTWARE, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence, commencing on the date of execution and acknowledgment of these Articles.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 200,000 shares of voting common stock having a par value of \$1.00 per share.

ARTICLE V - PRINCIPAL OFFICE

The street address of the principal office of this corporation, is 607 Crosby Drive, Altamonte Springs, Florida 32714.

ARTICLE VI - INITIAL REGISTERED
OFFICE AND AGENT

The street address of the initial registered office of this corporation, is 607 Crosby Drive, Altamonte Springs, Florida 32714 and the name of the initial registered agent of this corporation is Ronald J. Waggoner.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time in accordance with the By-Laws, but shall never be less than one (1):

Maurice Morton
558 Sean Court
Apopka, Florida 32712

Timothy Helton
607 Crosby Drive
Altamonte Springs, Florida 32714

ARTICLE VIII - INCORPORATOR


The name and address of the incorporator is:

Ronald J. Waggoner
607 Crosby Drive
Altamonte Springs, Florida 32714

ARTICLE IX - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 17th day of December, 1997.



Ronald J. Waggoner
Incorporator

STATE OF FLORIDA
COUNTY OF SEMINOLE

I HEREBY CERTIFY that before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared RONALD J. WAGGONER, to me known to be the person described in the foregoing, or who produced personally known as identification and who executed the foregoing instrument and he acknowledged that the same is his own free will.

WITNESS my hand and official seal at Casselberry, Florida, on this 17th day of December, 1997.

Susan J. Williams
NOTARY PUBLIC, State of
Florida at Large
My Commission Expires:



SUSAN J WILLIAMS
My Commission CC554238
Expires May. 12, 2000

ACCEPTANCE BY REGISTERED AGENT

The undersigned, being the person appointed in the foregoing Articles of Incorporation as the registered agent for ONKEY SOFTWARE, INC. hereby accepts such appointment this 17th day of December, 1997, and states that he is familiar with, and accepts, the obligations provided for in Section 607.325, Florida Statutes.

Ronald J. Waggoner
Ronald J. Waggoner

FILED
97 DEC 22 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

12-17-97