

p97000108092

TRANSMITTAL LETTER

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

SUBJECT: AXIS Software Incorporated
Proposed Corporate Name

Enclosed is an original and one copy of the Articles of Incorporation, a designation of registered agent, and a check for \$70.00. Please return one copy of the Articles stamped with the filing date.

FROM: John R. Guastella
205 Flagship Dr. #2
Lutz FL 33549
(813) 949-7461

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FILED
97 DEC 24 AM 10:59
TALLAHASSEE, FLORIDA
DEPARTMENT OF STATE

Bm
12/26/97

ARTICLES OF INCORPORATION

OF

AXIS SOFTWARE, INC.

FILED
97 DEC 24 AM 10:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WE, THE UNDERSIGNED INCORPORATORS, HEREBY Execute these Articles of Incorporation, for the purpose of becoming a corporation for profit under the laws of the State of Florida.

ARTICLE 1:

CORPORATE NAME

The name of this Corporation shall be: AXIS Software, Inc.

ARTICLE 2:

PRINCIPLE PLACE OF BUSINESS

The principle place of business of this Corporation shall be: 205 Flagship Dr. #2 Lutz, Florida 33549.

ARTICLE 3:

AUTHORIZED CAPITAL STOCK

All stock issued by this Corporation shall be common voting stock of a single class. The number of shares of stock that this corporation is authorized to have outstanding at any time is: 500.

ARTICLE 4:

REGISTERED OFFICE AND AGENT

The name of the initial registered agent is John R. Guastella, whose registered office is located at the place of business stated in Article 2 above.

ARTICLE 5:

INCORPORATORS

The names and street addresses of the incorporators to these Articles of Incorporation are:

(1) John R. Guastella, 205 Flagship Dr. #2, Lutz, Florida 33549; and (2) Rosemary Guastella, 205 Flagship Dr. #2, Lutz, Florida 33549.

The undersigned incorporators have executed these Articles of Incorporation this 2nd Day of December, 1997.



JOHN R. GUASTELLA



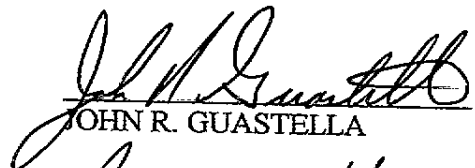

ROSEMARY GUASTELLA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In pursuance of Chapter 617.023, Florida Statutes, the following is submitted in compliance with said act:

That JOHN R. GUASTELLA and ROSEMARY GUASTELLA desiring to be organized under the laws of the State of Florida as a corporation with its principle office, as indicated in the Articles of Incorporation, at 205 Flagship Dr. #2., Lutz, Florida 33549 have named JOHN R. GUASTELLA, 205 Flagship Dr. #2., Lutz, Florida 33549, as its agent to accept service of process within this State.

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office.


JOHN R. GUASTELLA

ROSEMARY GUASTELLA

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TALLAHASSEE, FLORIDA