

P97000108628

December 22, 1997

Secretary of State
Division of Corporations
P O Box 6327
Tallahassee, Florida 32301

300002384983--6
-12/29/97--01129--004
****122.50 ****122.50

Dear Secretary of State:

Enclosed please find one original and a copy of the Articles of Incorporation of South Bay Exchange, Inc..

Also find enclosed a check for \$122.50 for the statutory filing fees and also a certified copy to be returned to my office. Your assistance in establishing the corporation to be known as South Bay Exchange, Inc. is greatly appreciated. If possible we would prefer a December 15, 1997 incorporation date, if not please issue as early as possible.

Respectfully,



Debbie Kelley

DK/jgc

enc.

FILED
97 DEC 29 AM 10:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Q12-30-97

ARTICLES OF INCORPORATION

OF

SOUTH BAY EXCHANGE, INC.

The undersigned incorporator makes, subscribes, acknowledges and files with the Department of State of the State of Florida these Articles of Incorporation for the purpose of incorporation under the laws of the State of Florida.

ARTICLE ONE

The name of the corporation is South Bay Exchange, Inc.

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The purpose for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Florida Corporation Act. The specific nature of business for which the corporation is organized is to sell computer software programs and products.

ARTICLE FOUR

The aggregate number of shares which the corporation shall have authority to issue is 1000 of the par value of One Dollar (\$1.00) each.

ARTICLE FIVE

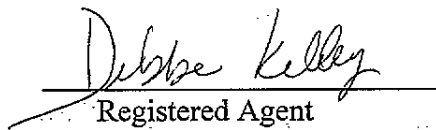
The corporation will not commence business until it has received for the issuance of shares consideration of the value of \$100.00 consisting of money, labor done or property actually received.

FILED
97 DEC 29 AM 10:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE SIX

The street address of its initial principal office and mailing address is 1101 W. Kennedy Blvd, Tampa, Florida 33606. The street address of its initial registered office is also 1101 W. Kennedy Blvd, Tampa, Florida 33606, and the name of its initial registered agent at such address is Debbe Kelley.

I hereby am familiar with and accept the duties and responsibilities as registered agent for South Bay Exchange, Inc..


Registered Agent

ARTICLE SEVEN

The number of directors constituting the initial board of directors is one, and the name and address of the person who is to serve as director until the first annual meeting of the shareholders or until his (her) successor or successors may be selected is:

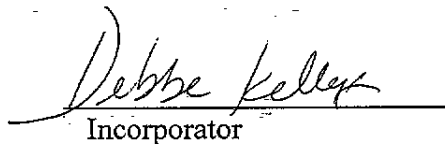
Debbe Kelley
1101 W. Kennedy Blvd.
Tampa, Florida 33606

The Board of Directors is empowered to make, alter or repeal the Bylaws of the corporation without restriction of their powers conferred by statute.

ARTICLE EIGHT

The name and address of each incorporator is:

Debbe Kelley
1101 W. Kennedy Blvd, Tampa, Florida 33606


Incorporator

FILED
97 DEC 29 AM 10:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA