

LAW OFFICES  
MORGAN & HENDRICK  
317 WHITEHEAD STREET  
KEY WEST, FLORIDA

HUGH J. MORGAN  
JAMES T. HENDRICK  
RALF G. BROOKES

W. CURRY HARRIS  
(1907-1988)  
HILARY U. ALBURY  
(RETIRED)

WAYNE LARUE SMITH

P98000000336

December 31, 1997

**VIA FEDERAL EXPRESS**  
**Airbill No.: 800156738982**

State of Florida  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

**EFFECTIVE DATE**  
**12-30-97**

**Re: Articles of Incorporation**  
**TIB Software & Services, Inc.**

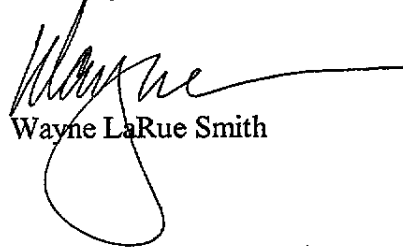
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-12/31/97--01051--003  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Dear Sir/Madam:

Enclosed please find the Articles of Incorporation for TIB Software & Services, Inc., to be filed in the records of the Division of Corporations. Also enclosed, please find a check from this firm in the sum of \$70.00 for the applicable filing fee.

Finally, I enclose a pre-addressed stamped envelope for your convenience in returning the receipt for filing and a stamped copy of the articles to me. Please contact me at (305) 296-5676 if you should have any questions regarding this request. I appreciate your assistance with this matter.

Sincerely,

  
Wayne LaRue Smith

WLS:lip  
Enclosure

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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 DEC 31 AM 8:28

RP  
01-05-97

**ARTICLES OF INCORPORATION**

of

**TIB SOFTWARE & SERVICES, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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EFFECTIVE DATE  
12-30-97

THE UNDERSIGNED SUBSCRIBER to these Articles of Incorporation, being a natural person competent to contract, hereby forms this corporation under the laws of the State of Florida.

**FIRST:** The name of this corporation shall be **TIB SOFTWARE & SERVICES, INC.**

**SECOND:** This corporation is formed to act as an insurance agency and to engage in the sale of investment securities. This corporation may engage in any other activity or business permitted under the laws of the United States and under the State of Florida, and this corporation is authorized to conduct all such activities and business in the corporate name.

**THIRD:** The maximum shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1000) shares of voting common stock, each share having no par value.

**FOURTH:** The name and address of the undersigned subscriber to these Articles of Incorporation is as follows:

**NAME**

**ADDRESS**

Wayne LaRue Smith

317 Whitehead Street  
Key West, Florida 33040

**FIFTH:** This corporation shall have not less than one (1) nor more than seven (7) directors. The initial sole director, who shall serve until the shareholders elect successor director or directors, is:

**NAME**

**ADDRESS**

Edward V. Lett

99451 Overseas Highway  
Key Largo, Florida 33037

**SIXTH:** The street address of the initial registered office of this corporation is 317 Whitehead Street, Key West, Florida 33040, and the name of its Registered Agent at such address is WAYNE LaRUE SMITH, ESQ.

**SEVENTH:** The principal office of the corporation shall be 330 Whitehead Street, Key West, Florida 33040.

**EIGHTH:** The duration of the corporation is perpetual. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

**NINTH:** These Articles of Incorporation may be amended in the manner provided by Florida law.

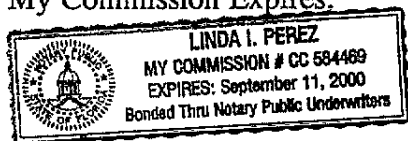
**IN WITNESS WHEREOF,** the undersigned has hereunto subscribed to these Articles of Incorporation, this 30<sup>th</sup> day of December, 1997.

  
WAYNE LaRUE SMITH

STATE OF FLORIDA     )  
  )  
COUNTY OF MONROE    )

The foregoing instrument was acknowledged before me this 30<sup>th</sup> day of December, 1997,  
by Wayne LaRue Smith, who is personally known to me ~~or who produced~~ \_\_\_\_\_  
as identification.

My Commission Expires:



Linda I. Perez  
NOTARY PUBLIC - State of Florida

Linda I. Perez  
Print Name

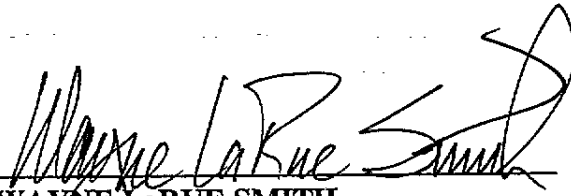
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED**

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Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

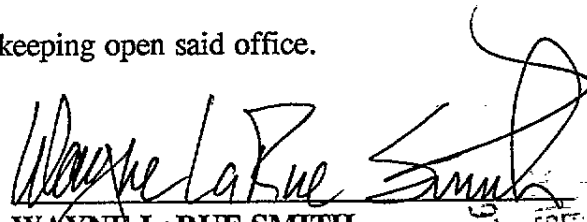
**FIRST:** That **TIB SOFTWARE & SERVICE, INC.**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 99451 Overseas Highway, Key Largo, County of Monroe, State of Florida, has named **WAYNE LaRUE SMITH**, whose address is 317 Whitehead Street, City of Key West, County of Monroe, State of Florida, as its Agent to accept service of process within this State.

DATED: December 30, 1997.

  
WAYNE LaRUE SMITH

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above state 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.

  
WAYNE LaRUE SMITH  
Registered Agent

FILED  
CLERK OF STATE  
DIVISION OF CORPORATIONS  
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