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December 24, 1997

Reply to: DeLand

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

RE: Chanh Tran and Associates Software Development, Inc.

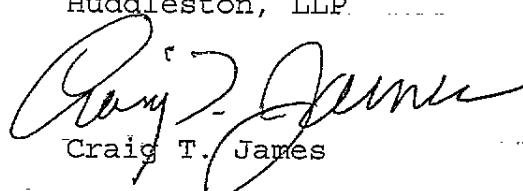
Dear Sir or Madam:

Enclosed please find and original and one copy of Articles of Incorporation and Designation of Registered Agent and Acceptance for filing with the State. I have also enclosed our check in the amount of \$122.50 for the filing fee.

Thank you for your attention to this matter.

Sincerely,
James, Zimmerman, Paul &
Huddleston, LLP

Craig T. James



CTJ:cd
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TM-1/5/98

**ARTICLES OF INCORPORATION
OF
CHANH TRAN AND ASSOCIATES SOFTWARE DEVELOPMENT, INC.**

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I

NAME

The name of the Corporation shall be:

CHANH TRAN AND ASSOCIATES SOFTWARE DEVELOPMENT, INC.

ARTICLE II

ADDRESS

The initial Post Office address of the principal office of this corporation is 2110 Oriole Lane, South Daytona, Florida 32119, and the mailing address of the corporation shall be the same.

ARTICLE III

REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 2110 Oriole Lane, South Daytona, Florida 32119 and the name of the initial registered agent of the corporation at that address is Chanh Tran.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV

NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is: The corporation may engage in any activity or business permitted under the laws of the State of Florida and of the United States.

ARTICLE V

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE VI

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII

DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have three Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Chanh Tran
Director

2110 Oriole Lane
South Daytona, FL 32119

Kathryn J. Tran
Director

Same

Michael D. Tran
Director

Same

ARTICLE VIII

OFFICERS

The officers of this Corporation shall be a President, Vice-President, Secretary and Treasurer and such other officers as the directors shall deem necessary. The names, titles, and addresses of the first officers of the Corporation who shall hold office subject to the provisions of these Articles of Incorporation, the by-Laws of this Corporation and the laws of the State of Florida until their successors are elected or appointed are as follows:

Chanh Tran
President and Vice President

2110 Oriole Lane
South Daytona, FL 32119

Kathryn J. Tran
Treasurer

Same

Michael D. Tran
Secretary

Same

ARTICLE IX

INCORPORATORS

The name and post office address of the incorporator to these Articles of Incorporation:

Name

Address

Chanh Tran

2110 Oriole Lane
South Daytona, FL 32119

ARTICLE X

MEETINGS BY CONFERENCE TELEPHONE

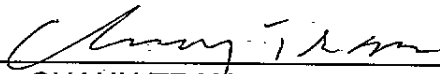
Members of the Board of Directors may participate in all meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE XI

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator(s) has executed these Articles of Incorporation of CHANH TRAN AND ASSOCIATES SOFTWARE DEVELOPMENT, INC.

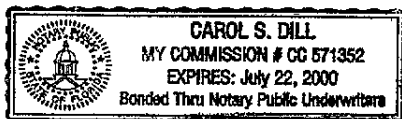


CHANH TRAN

STATE OF FLORIDA
COUNTY OF VOLUSIA

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and county set forth above, personally appeared CHANH TRAN , known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the state
and county aforesaid, this 24th day of December, 1997.



Carol S. Dill
Notary Public
My Commission expires:

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

Pursuant to chapter 48.091, Florida Statutes, the following is submitted, in
compliance with said Act. That CHANH TRAN AND ASSOCIATES SOFTWARE
DEVELOPMENT, INC., desiring to organize under the laws of the State of Florida with its
principal office, as indicated in the Articles of Incorporation located at 2110 Oriole Lane,
South Daytona, FL 32119, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation,
at 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.

By: Chanh Tran
Chanh Tran
(Registered Agent)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA