

P98000000985

Phoenix Software Systems, Inc.  
10995 SE Federal Highway  
Hobe Sound, Florida 33455

Department of State  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

100002388671--5  
-01/02/98--01084--006  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Ms. Secretary,

Enclosed please find Articles of Incorporation and acceptance of Registered Agent on behalf of Phoenix Software Systems, Inc., and Charles Prather respectively.

In addition, a personal check drawn on Barnett Bank, check number 2284 in the sum of 122.50 United States Dollars is enclosed.

Thank you for your attention to this matter.

Very Truly Yours,



Charles Prather  
Chief Executive Officer

FILED  
98 JAN -2 PM 12:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

nc 1/6/98

**ARTICLES OF INCORPORATION**

**FILED**

**Phoenix Software Systems, Inc.**

**98 JAN -2 PM 12: 23**

**THE UNDERSIGNED**, for the purpose of forming a corporation pursuant to Chapter 607 of the laws of the State of Florida, does hereby adopt the following Articles of Incorporation.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE ONE**

The name of the corporation shall be:

**Phoenix Software Systems, Inc.**

**ARTICLE TWO**

This corporation shall exist in perpetuity commencing on the date of the filing of these Articles of Incorporation by the Secretary of State.

**ARTICLE THREE**

The specific purpose for which this corporation is formed is to be engaged in every aspect of the development, sale and manufacture of computer software and hardware, and, furthermore, engage in the transaction of any and all business permitted under the laws of the United States and the State of Florida.

**ARTICLE FOUR**

The aggregate number of shares which this corporation is authorized to issue shall be ONE THOUSAND. Such shares shall be of a single class and shall have a par value of ONE DOLLAR per share, which shall be designated "Common Shares".

**ARTICLE FIVE**

The holders of record of the Common Shares shall be entitled to cash dividends when and as declared by the Board of Directors in the resolution authorizing such cash dividends.

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro rata share thereof, as nearly as may be done without the issuance of fractional shares, at the price at which it is offered to others.

**ARTICLE SIX**

The street address of the initial registered office of this corporation is: 10995 SE Federal Highway, Hobe Sound, Florida 33455

The name of the initial registered agent of this corporation is Charles Prather.

The address of the corporation's principal office and mailing address is 10995 SE Federal Highway, Hobe Sound, Florida 33455.

#### ARTICLE SEVEN

The number of directors constituting the initial Board of Directors of this corporation shall be three. The number of directors may be increased or decreased from time to time by the by-laws but shall never be less than one. The name and address of the persons who are to serve as members of the initial Board of Directors are:

Charles Prather  
1960 Juno Road  
Juno Beach, Florida 33408

Daniel Bentz  
4739 SE Savatori Road  
Stuart, Florida 34997

Matthew Graham  
7962 SE Helen Terrace  
Hobe Sound, Florida 33455

#### ARTICLE EIGHT

The name and address of the incorporator is:

Charles Prather  
1960 Juno Road  
Juno Beach, Florida 33408

#### ARTICLE NINE

The power to adopt, alter, amend or repeal the by-laws shall be vested in the Board of Directors and shareholders.

#### ARTICLE TEN

The affirmative vote of two-thirds of the shares of this corporation, represented at a meeting at which a quorum is present, shall be required to amend these Articles of Incorporation so as to increase or decrease the authorized number of shares, or change the designations, preferences, qualifications, limitations and restrictions; or to merge or consolidate the corporation with or into any other corporation; or to sell, lease or convey all or substantially all of the assets of the corporation, or voluntarily dissolve, liquidate, or wind up its affairs.

#### ARTICLE ELEVEN

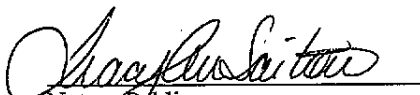
This corporation will indemnify any person who was or is a party or is threatened to be made a party to any suit or proceeding by reason of the fact that he is or was a director or officer of the corporation, against any and all expenses, judgements, and amounts paid in settlement incurred by him in connection with such action, suit or proceedings, except for an officer or director who is adjudged guilty of willful misfeasance or willful malfeasance in the performance of his duties.

  
Charles Prather

STATE OF FLORIDA                     )  
  : ss  
COUNTY OF MARTIN                 )

**BEFORE ME**, a notary public authorized to take acknowledgements in the State and County set forth above, personally appeared CHARLES PRATHER who has produced his drivers license as identification, who did take an oath, and who is known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereto set my hand and affixed my official seal, this 31st day of Dec, 1997.

  
Notary Public  
My Commission expires:



#### ACCEPTANCE OF REGISTERED AGENT

**I HEREBY CERTIFY** that I am a permanent resident of Palm Beach County, Florida, with the following address: 1960 Juno Road, Juno Beach, Florida 33408.

I hereby accept the foregoing designation of Registered Agent.

Dated at Hobe Sound, Florida, on this 31st day of Dec, 1997.

  
CHARLES PRATHER

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98 JAN -2 PM 12:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA