

P98000004058

TRANSMITTAL LETTER

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

Subject: *Family Software, Inc.*
Proposed Corporate Name

Enclosed is an original and One copy of the Articles of Incorporation which includes a designation of Registered Agent, and a check for \$ 70.00. Please return one copy of the Articles stamped with the filing date.

FROM: Joe e. Clayton Jr.
1360 4th St.
Orange City, Fl 32763
904-775-1276

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98 JAN 12 AM 10:30
DEPT. OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
Family Software Inc.**

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE ONE: NAME

The name of the corporation shall be: Family Software Incorporated

ARTICLE TWO: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

123 N. Industrial Dr., Suite A
Orange City, FL 32763

ARTICLE THREE: CAPITAL STOCK

The corporation shall issue two classes of capital stock: Common Stock and Preferred Stock.

The shares of Common Stock shall have no par value and shall be the only voting stock. The number of shares of Common Stock that this corporation is authorized to have outstanding at any one time is: One Hundred Thousand (100,000) shares.

The shares of Preferred Stock shall have a par value to be established by vote of the Common Stock shareholders in accordance with the By-laws of the corporation. The aggregate number of shares of Preferred Stock that this corporation is authorized to have outstanding at any one time is: Five Million (5,000,000) shares.

Preferred stockholders shall have no vote in the corporation. Ownership in the net value of the corporation will be determined by ownership of shares of Preferred Stock only. Ownership of Common Stock does not constitute a corresponding ownership or percentage share in the net value of the corporation.

ARTICLE FOUR: INITIAL REGISTERED AGENT AND STREET ADDRESS

The street address of the initial registered office of the corporation is:

1360 4th St., Orange City, FL 32763

and the name of its initial registered agent at such address is

Joseph E. Clayton Jr.

ARTICLE FIVE: INCORPORATORS

The names and addresses of the incorporator(s) are:

Joe E. Clayton Jr.
1360 4th Street
Orange City, FL 32763

James M. Davis
351 W. Virginia Ave.
Orange City, FL 32763

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TALLAHASSEE, FLORIDA

ARTICLE SIX: DURATION

The duration of the corporation is perpetual with commencement at the time of filing these Articles.

ARTICLE SEVEN: PURPOSE

The general purpose for which the corporation is organized are:

1. To engage in any or all aspects of computer consulting, sales, manufacturing, processing, printing and publishing.
2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act, or engage in any other trade or business which can, in the opinion of the Board of Directors of the corporation, be advantageously carried on in connection with, in addition to or auxiliary to the foregoing business.

ARTICLE EIGHT: INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial board of directors of the corporation is two (2). The name and address of the persons who are to serve as members of the initial board of directors are:

Joe E. Clayton Jr.
1360 4th Street
Orange City, FL 32763

James M. Davis
351 W. Virginia Ave.
Orange City, FL 32763

ARTICLE NINE: INITIAL SHARES OF STOCK

The initial distribution of the stock shares of this corporation shall be:

Joe E. Clayton Jr.
1360 4th Street
Orange City, FL 32763

Fifty One Thousand Shares (51,000) Of Common Stock AND
One Million Shares (1,000,000) Of Preferred Stock

James M. Davis
351 W. Virginia Ave.
Orange City, FL 32763

Ten Thousand Shares (10,000) Of Common Stock AND
Five Hundred Thousand Shares (500,000) Of Preferred Stock

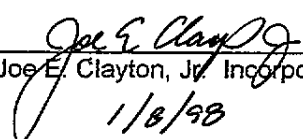
ARTICLE TEN: EMPOWERMENT OF BY-LAWS

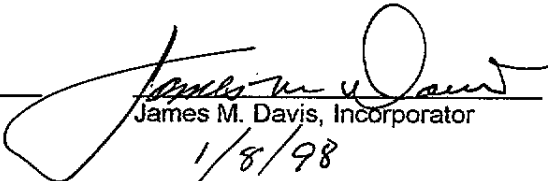
The operation of this corporation shall be governed by the by-laws of said corporation which shall be adopted by the holders of shares of Common Stock.

The undersigned incorporator(s) have executed these articles of Incorporation this

8th day of January, 1998.

I, Joseph E. Clayton Jr., am familiar with and accept the duties and responsibilities as registered agent for said corporation.


Joe E. Clayton, Jr. Incorporator
1/8/98


James M. Davis, Incorporator
1/8/98

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CLAYTON & DAVIS
TALLAHASSEE, FLORIDA