

P98000006236

FRED J. TARNELL, C. P. A.
3907 WOODGLADE COVE
WINTER PARK, FLORIDA 32792-6317
PH. 407-657-6753
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January 16, 1997

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*****70.00 *****70.00

Florida Dept. of State, Div of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Gentlemen:

Enclosed is a corporate charter for Expert Software Solutions, Inc., and a money order for the \$70.00 filing fee.

Please return a copy to the above address.

Sincerely yours,

Fred Tarnell
Fred Tarnell

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98 JAN 20 PM 12: 22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
Expert Software Solutions, Inc.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be: Expert Software Solutions, Inc. The principal place of business of this corporation shall be:

624 Great Blue Court
Orlando, Florida 32825-5930
Orange County

ARTICLE II. NATURE OF BUSINESS

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III. EXISTENCE

This corporation shall have perpetual existence.

ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT

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

624 Great Blue Court
Orlando, FL 32825-5930

and the name of the initial registered agent of this corporation at that address is:

Scott D. Tarnell

ARTICLE V. CAPITAL STOCK

COMMON STOCK

The maximum number of shares of common stock that this corporation is authorized to have outstanding at any one time is 10,000 shares having a par value of \$1.00 per share.

PREFERRED STOCK

The maximum number of shares of preferred stock that this corporation is authorized to have outstanding at any one time is 10,000 shares having a par value of \$10.00. The dividends authorized to preferred stock holders will be cumulative. These shares will have preemptive rights. Preferred stock holders as a group will have the option to convert the preferred stock to common stock. Preferred Stockholders do not have the right to participate in the management of the Company (non voting).

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have two directors, initially. The name and street addresses of the initial Board of Directors is:

Fred J. Tarnell
Director --
3907 Woodglade Cove
Winter Park, Florida 32792

Scott D. Tarnell
Director
624 Great Blue Court
Orlando, Fl 32825-5930

ARTICLE VIII. INITIAL OFFICERS

The initial officers of this corporation, to serve until successors are elected and have qualified, are as follows:

President: Scott D. Tarnell
Secretary: Fred J. Tarnell
Treasurer: Fred J. Tarnell

ARTICLE IX. INITIAL STOCK SUBSCRIPTION

The name and street address of the subscriber to these Articles of Incorporation is:

Fred J. Tarnell
3907 Woodglade Cove
Winter Park, Florida 32792-6317

ARTICLE X. AMENDMENTS

Amendments to these Articles of Incorporation may be proposed and adopted at any annual or special meeting of the Board of Directors provided that notice of intent to propose and adopt amendments to these Articles of Incorporation shall be given to all members at least ten (10) days prior to such meeting. At such meeting, an amendment to these Articles of Incorporation shall be deemed as adopted if approval be made by a 2/3 vote of the members.

ARTICLE XI. DISSOLUTION

Dissolution of this corporation may be effected by the provisions of Florida Statute #617.05.

ARTICLE XII

The following provisions are inserted for the regulation of the business and for the conduct of the affairs of the corporation:

(a) No contract or other transaction between the Corporation and any other corporation, in the absence of fraud, shall be effected or invalidated by the fact that any one or more of the Directors of the Corporation is or are interested in, or is a Director or Officer or are director or directors, individually or jointly may be a party or parties to, or may be interested in any contract or transaction of the Corporation, or in which the Corporation is interested, and no contract, act of transaction, in absence of fraud, shall be affected or invalidated by the fact that any director or directors of the Corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, or firm or corporation, and each and every person who may become a Director of the Corporation is hereby relieved from any liability which might otherwise exist from his contraction with the Corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested.

Any Director of the Corporation may vote upon any contract or other transaction between the Corporation and any subsidiary or controlled corporation without regard to the fact that he is also a Director of such subsidiary or controlled corporation.

(b) The Corporation may restrict the transfer of its share in any manner consistent with law and holders of shares of stock of this Corporation may include in agreements among themselves limitations upon the transfer or assignment of the shares of stock of this Corporation, and this Corporation may become a party to said agreements.

(c) This Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the same manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein granted are subject to this reservation.

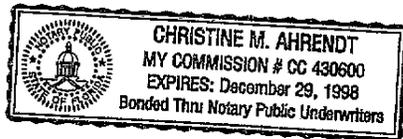
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this _____ day of January, 1998.

Fred J. Tarnell
Fred J. Tarnell
Subscriber

STATE OF FLORIDA
COUNTY OF SEMINOLE

The foregoing instrument was acknowledged before me this 16th day of JANUARY, 1998, by Fred J. Tarnell

Christine M. Ahrendt
Notary Public



Christine M. Ahrendt
(Print, Type, or Stamp Complete Name of Notary Public)
Personally Known OR Produced Identification
Type of I. O. Produced FLD/CT654250420986
And who did / did not take an oath.
x00

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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98 JAN 20 PM 12:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

That Expert Software Solutions, Inc., desiring to organize
under the laws of the State of Florida, with its principal office,
as indicated in the Articles of Incorporation at City of Orlando,
County of Orange, State of Florida, has named Scott D. Tarnell,
located at 624 Great Blue Court, Orlando, Florida 32825-5930,
as its agent to accept service or process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process to 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.


RESIDENT AGENT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above-named corporation, at place designated in these Articles of Incorporation, I hereby accept and agree to act in this capacity.

Scott D. Tarnell
Scott D. Tarnell

STATE OF FLORIDA
COUNTY OF DADE

I HEREBY CERTIFY that on this day before me personally appeared Scott D. Tarnell, an officer duly qualified to take acknowledgments, to me known to be the person described in and who executed the foregoing instrument and acknowledged before me that he executed same.

WITNESS my hands and official seal in the County and State last aforesaid this 16th day of January, 1998.



Christine M. Ahrendt
Notary Public

Christine M. Ahrendt
(Print, Type, or Stamp Commissioned Name of Notary Public)
Personally Known OR Produced Identification
Type of I. D. Produced T694784722666
And who did / did not take an oath. X02