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ACCOUNT NO.: 072100000032

REFERENCE: 701172

8797A

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE: February 10, 1998

ORDER TIME: 4:29 PM

ORDER NO. : 701172-005

CUSTOMER NO:

8797A

400002430934--2

CUSTOMER: J. T. Schrotel, Esq

J. T. SCHROTEL, ESQ

Legal Clinic Of Tampa Bay

412 Madison Street, Suite 1112

Tampa, FL 33602

DOMESTIC FILING

NAME:

BARKER'S SOFTWARE CONSULTING,

INC.

EFFECTIVE DATE:

XX____ ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_ CERTIFIED COPY

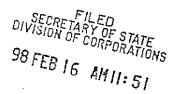
__ PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jon A Bowling

EXAMINER'S INITIALS:





ARTICLES OF INCORPORATION

OF

BARKER'S SOFTWARE CONSULTING, 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:

BARKER'S SOFTWARE CONSULTING, INC.

The address of the principal office of this corporation shall be 6815 Swain Avenue, Tampa, Florida 33625, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 6815 Swain Avenue, Tampa, Florida 33625, and the name of the initial registered agent of the corporation at that address is Michael W. Barker.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. SPECIAL PROVISON

It is the intent of the Incorporator that the corporation will qualify under section 1244 of the Internal Revenue Code.

ARTICLE VII. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

Michael W. Barker 6815 Swain Avenue Dir./Pres./Sec./Treas. Tampa, Florida 33625

ARTICLE VIII. INCORPORATOR

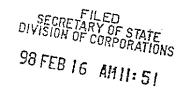
The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company 1201 Hays Street Tallahassee, Florida 32301 IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company, on February 13, 1998.

CORPORATION SERVICE COMPANY

Its Agent, Karen B. Rozar

SKD/jbg



ACCEPTANCE OF REGISTERED AGENT

The undersigned, having been designated as Registered Agent in the above and foregoing Articles of Incorporation of

Barker's Software Consulting, Inc.

does hereby accept such designation and agree to comply with the laws of the State of Florida relative thereto.

By:

Registered Agent