

P980000 16942

February 17, 1998

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

100002436461--3
-02/20/98-01074--002
*****70.00 *****70.00

SUBJECT: Articles of Incorporation of Software Associates
International, Inc.

Dear Division of Corporations:

Enclosed is an original and one (1) copy of the articles of
incorporation and the registered agent's acceptance
statement. I have enclosed a check for \$70.00, covering the
articles and registered agent's acceptance filing fees.

FROM: Manik R. Chamarthy
c/o Edward A. Broyles
Attorney at Law
PO Box 710
St Petersburg, FL 33731
(813) 898-1225

Enclosures

FILED
98 FEB 20 AM 8:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
SOFTWARE ASSOCIATES INTERNATIONAL, INC.**

ARTICLE I: NAME

The name of the corporation shall be Software Associates International, Inc..

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 501 116th Avenue N, # 300, St. Petersburg, Florida 33716.

ARTICLE III: SHARES

The number of shares that this corporation is authorized to have outstanding at any one time is one hundred (100).

ARTICLE IV: INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and street address of this corporation's initial registered agent is:

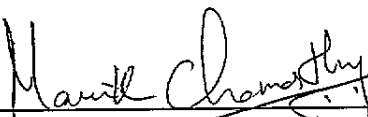
Manik R. Chamorthy
501 116th Avenue N
300
St. Petersburg, Florida 33716

ARTICLE V: INCORPORATOR

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

Manik R. Chamorthy
501 116th Avenue N
300
St. Petersburg, Florida 33716

The undersigned incorporator has executed these Articles of Incorporation this 17th day of February, 1998.



Manik R. Chamorthy, Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

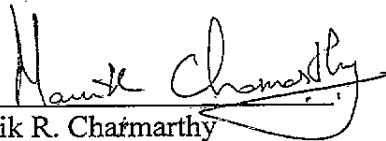
CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is Software Associates International, Inc..
2. The name and address of the registered agent is:

Manik R. Chamrathy
501 116th Avenue N
300
St. Petersburg, Florida 33716
(813) 576-3589

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



Manik R. Chamrathy

Date: February 17, 1998

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TALLAHASSEE, FLORIDA