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PATRICK BARBARY, P.A.  
Juris Doctor and Attorney at Law

February 19, 1998

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-02/23/98--01044--017  
\*\*\*\*122.50 \*\*\*\*122.50

Secretary of State,  
State of Florida  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

Re: ADNET SOFTWARE ENGINEERING, INC.

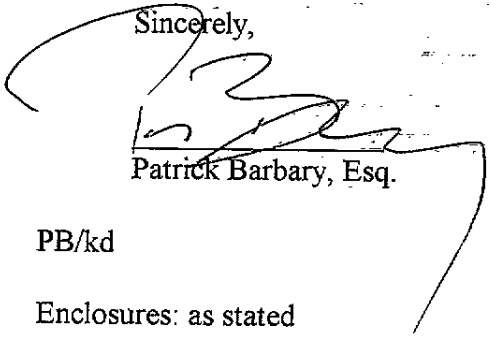
Dear Madam, Sir:

Enclosed are an original and one copy of the Articles of Incorporation of ADNET SOFTWARE ENGINEERING, INC. for filing. Also enclosed is my check in the amount of \$122.50 to cover the cost of the filing fees. Please return a certified copy of the Articles at your earliest convenience.

If you have any questions in regard to the foregoing, or if you require any additional information, please do not hesitate to contact me. Thank you for your kind assistance.

Your cooperation and assistance in this matter are greatly appreciated.

Sincerely,

  
Patrick Barbary, Esq.

PB/kd

Enclosures: as stated

FILED  
98 FEB 23 AM 7:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

525 East Strawbridge Avenue, Melbourne, Florida 32901  
Phone (407) 725-5525 - Fax (407) 984-2411

QW 2-25-98

ARTICLES OF INCORPORATION  
OF  
ADNET SOFTWARE ENGINEERING, INC.

FILED  
98 FEB 23 PM 7:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED INCORPORATOR to these Articles of Incorporation is a natural person competent to contract and form a corporation under the laws of the State of Florida, and does certify that he has become a corporation under and pursuant to the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is ADNET SOFTWARE ENGINEERING, INC.

The principal place of business of this corporation shall be 1394 Cromey Road NE, Palm Bay, Florida 32905

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 1,000 shares of common stock having \$1 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 1394 Cromey Road NE, Palm Bay, Florida 32905, and the name of the initial registered agent of the corporation at that address is Celeste Dos Santos, 1394 Cromey Road NE, Palm Bay, Florida 32905.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

#### 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. SPECIAL PROVISION

It is the intent of the incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code and that the corporation may file as an S corporation.

#### ARTICLE VIII. DIRECTORS

This corporation shall have 1 director initially. The number of directors may be either increased or decreased from time to time by an amendment of the by-laws of the corporation in the manner provided by law, but shall never be less than one. The names and street addresses of the members of the first Board of Directors who will serve until the first annual meeting of shareholders or until his successor or successors are elected and shall qualify are:

Celeste Dos Santos, 1394 Cromeey Road NE, Palm Bay, Florida  
32905

#### ARTICLE IX. OFFICERS

The name and address of the initial officer of the corporation who shall hold office for the first year of the corporate life, or until successors are elected or appointed is:  
PRESIDENT

Celeste Dos Santos, 1394 Cromeey Road NE, Palm Bay, Florida 32905

#### ARTICLE X. INCORPORATOR

The name and address of the Incorporator of the corporation

who shall hold office for the first year of the corporate life,  
or until successors are elected or appointed and who signs these  
Articles of Incorporation is:

Celeste Dos Santos, 1394 Cromey Road NE, Palm Bay, Florida 32905

IN WITNESS WHEREOF, the undersigned authorized agent has  
hereunto set her hand and seal on this \_\_\_\_ day of January, 1998.

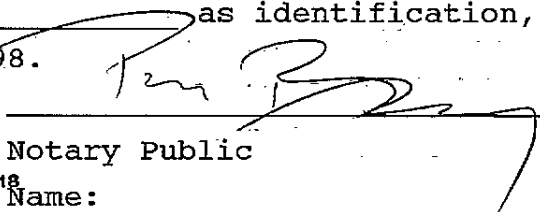
  
NAME: Celeste Dos Santos

STATE OF FLORIDA  
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me, a  
Notary Public, by Celeste Dos Santos, who is personally known to  
me or who has produced <sup>FEB 19 1998</sup> as identification, on  
this 19 day of January, 1998.



PATRICK BARBARY  
My Commission CC569218  
Expires Jul. 14, 2000

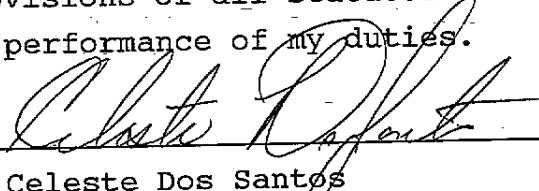
  
Notary Public

Name:

My Commission Expires:

AGREEMENT TO ACCEPT SERVICE

Having been named to accept service of process for the  
aforementioned corporation, at the places designated in this  
certificate, I hereby agree to act in this capacity, and I  
further agree to comply with the provisions of all statutes  
relative to the proper and complete performance of my duties.

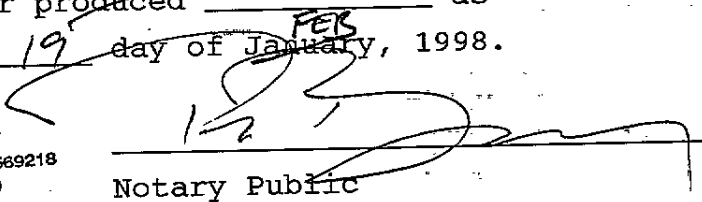
  
NAME: Celeste Dos Santos

STATE OF FLORIDA  
COUNTY OF BREVARD

Before me, personally appeared, Celeste Dos Santos who is  
personally known to me or produced \_\_\_\_\_ as  
identification, on this 19 day of <sup>FEB</sup> January, 1998.



PATRICK BARBARY  
My Commission CC569218  
Expires Jul. 14, 2000

  
Notary Public

Name:

My Commission Expires:

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