

P98000022710

Date: March 3, 1998

SECRETARY OF STATE
CORPORATION DIVISION
STATE OF FLORIDA
TALLAHASSEE, FLORIDA 32304

600002450276--1
-03/03/98--01035--007
*****70.00 *****70.00

Re: SOFTWARE USA, INC.

GENTLEMEN:

ENCLOSED HERewith ARE THE ARTICLES OF
INCORPORATION TOGETHER WITH A COPY OF SAID ARTICLES FOR

SOFTWARE USA, INC.

FILING FEE	\$ 35.00
REGISTERED AGENT	\$ 35.00
	<hr/>
	\$ 70.00

RESPECTFULLY SUBMITTED,
ERIC GENDEN

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D. BROWN MAR 11 1998

CERTIFICATE OF INCORPORATION
of

SOFTWARE USA, INC.

WE, THE UNDERSIGNED, hereby associate ourselves together for purpose of becoming a corporation under the Laws of the State of Florida, by and under the provisions of the Statutes of the said State of Florida.

ARTICLE I

This name of this corporation shall be:

SOFTWARE USA, INC.

ARTICLE II

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

The maximum number of shares of capital stock that this corporation is authorized to have outstanding at any time is **FIVE HUNDRED (500)** shares of common stock having a par value of **ONE (\$1.00) DOLLAR PER SHARE.**

ARTICLE IV

The amount of capital with which this corporation will begin business shall be the sum of not less than **FIVE HUNDRED (\$500.00) DOLLARS.**

ARTICLE V

The corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI

The initial street address of the principal office of the corporation shall be:

**11370 NW 1st Place
CORAL SPRINGS, FL 33071**

ARTICLE VII

The number of Directors of this corporation shall be at least one (1) and no more than five (5).

ARTICLE VIII

The names and street addresses of the members of the first Board of Directors of this Corporation are as follows:

ERIC GENDEN 11370 NW 1st Place, CORAL SPRINGS, FL 33071

ARTICLE IX

The names and street addresses of the persons signing these Articles of Incorporation as subscribed is as follows:

**ERIC GENDEN
11370 NW 1st Place
CORAL SPRINGS, FL 33071**

ARTICLE X

The corporate existence of this corporation shall begin on the date the Articles of Incorporation are filed of record.

IN WITNESS WHEREOF, the undersigned, **ERIC GENDEN** being a natural person, competent to contract, have hereunto set his hand and seal this 3rd day of March 1998.

Eric B. Genden (SEAL)

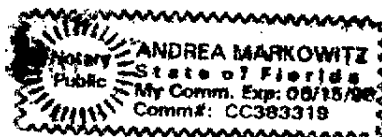
(SEAL)

STATE OF FLORIDA)
)SS
COUNTY OF BROWARD)

BEFORE ME, the undersigned Notary Public of the State of Florida personally appeared **ERIC GENDEN** to me known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal this 3rd day of March, 1998.

Andrea Markowitz
NOTARY PUBLIC,
STATE OF FLORIDA



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT, UPON WHOM
PROCESS MAY BE SERVED.**

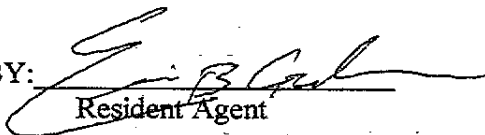
SOFTWARE USA, INC.

In pursuance of Chapter 48.091, Florida Statutes, the following is
submitted, in compliance with said Act:

FIRST: That **SOFTWARE USA, INC.** desiring to organize under the laws
of the State of Florida with its principal offices as indicated in the Articles of
Incorporation, in the City of **CORAL SPRINGS** County of **BROWARD** State of Florida
has named **ERIC GENDEN** located at **11370 NW 1st Place, CORAL SPRINGS, FL
33071**, as its agent to accept services of process within this State.

ACKNOWLEDGMENT

Having been named to accept services of process for the above stated corporation,
at the 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.

BY: 
Resident Agent