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DIVISION OF CORPORATIONS
98 MAR 17 PM 1:48

ACCOUNT NO. : 072100000032

REFERENCE : 743482 7146986

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : March 17, 1998

ORDER TIME : 10:15 AM

ORDER NO. : 743482-005

CUSTOMER NO: 7146986

CUSTOMER: Ms. Lisa Hobler
DOWNLOAD EXPRESS INCORPORATED

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-03/17/98-01046--008
***122.50 ***122.50

1098 S. Military Trail, #103

Deerfield Beach, FL 33342

DOMESTIC FILING

NAME: DOWNLOAD EXPRESS INCORPORATED

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

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98 MAR 17 AM 11:19
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

OF

DOWNLOAD EXPRESS INCORPORATED

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The undersigned for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation is **DOWNLOAD EXPRESS INCORPORATED**.

ARTICLE II - TERM

The duration of the corporation is perpetual. The date and time of the commencement of corporate existence is when the Articles are received in the office of the Secretary of State.

ARTICLE III - PURPOSE

The general purposes for which the corporation is organized are:

1. Operation of a computer software company.
2. To transact any and all lawful business.

ARTICLE IV- CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is five hundred (500) shares. Such shares shall be of a single class and shall have a par value of One (\$1.00) Dollar per share.

ARTICLE V- 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 (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - ADDRESS

The street address of the initial registered office of the corporation is 1098 S. Military Trail, #103, Deerfield Beach, FL 33342 and the name of its initial registered agent at such address is Lisa Hobler, 1098 S. Military Trail, #103, Deerfield Beach, FL 33342. The mailing address of the principal office is 1098 S. Military Trail, #103, Deerfield Beach, FL 33342.

ARTICLE VII - DIRECTORS

The number of directors constituting the initial Board of Directors of the corporation is two (2). The number of directors may be either increased or decreased from time to time by the Bylaws but shall never be less than one (1). The name and address of each person who is to serve as a member of the initial Board of Directors is:

| <u>Name</u> | <u>Address</u> |
|--------------|---|
| Lisa Hobler | 1098 S. Military Trail, #103 Deerfield Beach, FL 33342 |
| James Hobler | 1098 S. Military Trail, #103 Deerfield Beach, FL 33342 |

ARTICLE VIII - INCORPORATORS

The name and address of each incorporator is:

| <u>Name</u> | <u>Address</u> |
|-------------|---|
| Lisa Hobler | 1098 S. Military Trail, #103 Deerfield Beach, FL 33342 |

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal the Bylaws shall be vested in the shareholders.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 16th day of March, 1998.

DOWNLOAD EXPRESS INCORPORATED

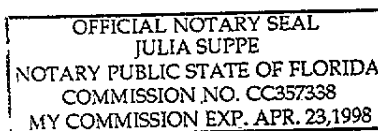
BY: Lisa Hobler
Lisa Hobler, Subscriber

STATE OF FLORIDA
COUNTY OF BROWARD

I HEREBY CERTIFY that on this 16th day of March, 1998, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Lisa Hobler, who is personally known to me who did take an oath.

Julia Suppe
NOTARY PUBLIC, State of Florida

MY COMMISSION EXPIRES:



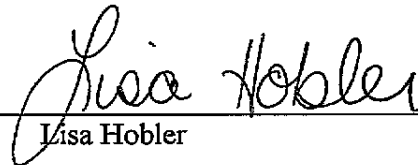
CERTIFICATE DESIGNATING PLACE OF BUSINESS,
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

FILED
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In compliance with Section 48.091, Florida Statutes, the following is submitted:

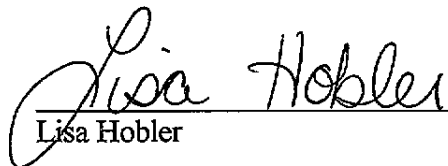
First, that DOWNLOAD EXPRESS INCORPORATED, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Deerfield Beach, State of Florida, has named LISA HOBLER, as its agent to accept service of process within Florida.

DOWNLOAD EXPRESS INCORPORATED

BY: 
Lisa Hobler

Date: March 16, 1998

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


Lisa Hobler

Date: March 16, 1998