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March 12, 1998

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32301

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-03/13/98-01047-003
****122.50 ****122.50

Re: Allbiz SOFTWARE, INC.

Dear Sir or Madam:

Enclosed for filing are one original and one copy of the Articles of Incorporation of Allbiz SOFTWARE, Inc., along with our firm's check in the amount of \$122.50. Please file the Articles and return a certified copy to the undersigned in the envelope provided for your convenience.

Sincerely,


Paul R. Lynch

PRL/jaj
Enclosures

Judy GAVE
AUTHORIZATION BY PHONE TO
CORRECT CORP. NAME
DATE 3-23-98
DOC. EXAM JK

FILED
98 MAR 20 AM 11:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98-3-28-98

**ARTICLES OF INCORPORATION OF
ALLBIZ SOFTWARE, INC.**

FILED
98 MAR 20 AM 11:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a Florida corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I
NAME

The name of the Corporation is **ALLBIZ SOFTWARE, INC.**

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the Corporation's principal office is 2660 Enterprise Road, Clearwater, Florida 33763 and the mailing address of the Corporation is 2660 Enterprise Road, Clearwater, Florida 33763.

ARTICLE III
PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of Florida.

ARTICLE IV
CAPITAL STOCK

The Corporation is authorized to issue 10,000,000 shares of common stock, One Cent (\$0.01) par value per share.

ARTICLE V
INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of the Corporation and the street address of the initial registered office of the Corporation are as follows:

Gregory C. Yadley
101 E. Kennedy Blvd., Suite 2800
Tampa, FL 33602

ARTICLE VI
INITIAL BOARD OF DIRECTORS

The Corporation shall have initially one director to hold office until the first annual meeting of shareholders and until his successor shall have been elected and qualified, or until his earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and address of the initial director of the Corporation are:

James A. Eldred
2660 Enterprise Road
Clearwater, Florida 33763

ARTICLE VII
INCORPORATOR


The name and address of the person signing these Articles as Incorporator are:

Paul R. Lynch
101 E. Kennedy Blvd., Suite 2800
Tampa, FL 33602

ARTICLE VIII
INDEMNIFICATION

The Corporation shall indemnify any person who is or was a Director, Officer, employee, or agent of the Corporation or was serving at the request of the Corporation as a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 11th day of March, 1998.


Paul R. Lynch,
Incorporator

**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 ALLBIZ SOFTWARE, INC.
2. The name and address of the registered agent and office are:

Gregory C. Yadley
101 E. Kennedy Blvd., Suite 2800
Tampa, FL 33602

FILED
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TALLAHASSEE, FLORIDA

SIGNATURE

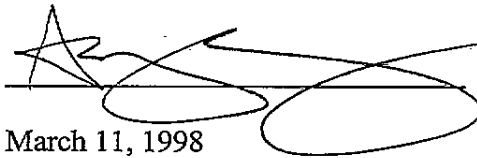


TITLE: Incorporator

DATE: March 11, 1998

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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE



DATE March 11, 1998