

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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Seec, Inc.

✓ Art of Inc. File _____

____ LTD Partnership File _____

____ Foreign Corp. File _____

____ L.C. File _____

____ Fictitious Name File _____

____ Trade/Service Mark _____

____ Merger File _____

____ Art. of Amend. File _____

____ RA Resignation _____

____ Dissolution / Withdrawal _____

____ Annual Report / Reinstatement _____

✓ Cert. Copy _____

____ Photo Copy _____

____ Certificate of Good Standing _____

____ Certificate of Status _____

____ Certificate of Fictitious Name _____

____ Corp Record Search _____

____ Officer Search _____

____ Fictitious Search _____

____ Fictitious Owner Search _____

____ Vehicle Search _____

____ Driving Record _____

____ UCC 1 or 3 File _____

____ UCC 11 Search _____

____ UCC 11 Retrieval _____

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Signature _____

Requested by: DK

3-27-98

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Date _____

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Will Pick Up _____

03-30-98

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ARTICLES OF INCORPORATION

OF

SEEC, INC.

The undersigned Incorporator, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is SEEC, INC.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the corporation's principal office and the corporation's mailing address are both c/o Eliot C. Abbott, Esq., Kluger, Peretz, Kaplan & Berlin, P.A., 201 So. Biscayne Blvd, 17th Floor, Miami Center, Miami, Florida 33131.

ARTICLE III

DURATION AND COMMENCEMENT OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The corporate existence shall commence upon the filing of these Articles of Incorporation with the Department of State.

ARTICLE IV

NATURE OF BUSINESS

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V

CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock, to be designated as Common Stock. The maximum number of shares of Common Stock which the corporation is authorized to have outstanding is 5,000 shares of Common Stock of a par value of \$1.00 per share. Holders of Common Stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of Common Stock shall have preemptive rights to subscribe to the corporation's securities and are entitled to receive the net assets of the corporation upon dissolution.

ARTICLE VI

INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of this corporation is Ronny J. Halperin. The street address of the corporation's initial registered office is c/o Ronny J. Halperin, Esq., Kluger, Peretz, Kaplan & Berlin, P.A., 201 So. Biscayne Blvd, 17th Floor, Miami Center, Miami, Florida 33131.

ARTICLE VIII

INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is Ronny J. Halperin, Esquire, c/o Kluger, Peretz, Kaplan & Berlin, P.A., 201 So. Biscayne Blvd, 17th Floor, Miami Center, Miami, Florida 33131.

ARTICLE IX

BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X

INDEMNIFICATION

The corporation shall indemnify, to the full extent permitted by law, the Incorporator, any officer or director of the corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 26th day of March, 1998.


Ronny J. Halperin

CERTIFICATE OF REGISTERED AGENT

OF

SEEC, INC.

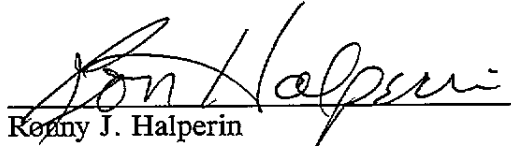
Pursuant to Section 607.0501 of the Florida Business Corporations Act, , the following is submitted, in compliance with said Act:

That SEEC, Inc., desiring to organize under the laws of the State of Florida with its principal office at 201 So. Biscayne Blvd, 1700 Miami Center, Miami, 33131 County of Dade, State of Florida, has named Ronny J. Halperin, Esquire, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above corporation, at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity and agrees to comply with the provision of said Act relative to keeping open said office.

Dated this 26th day of March, 1998.


Ronny J. Halperin

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