

Finkelstein & Associates

Attorneys At Law

Certified Public Accountants

P98000040716

April 23, 1998

Via U.S. Mail

Florida Secretary of State's Office
Division Of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

700002501777-6
-04/27/98--01127--021
****122.50 ****122.50

Re: **Global Software Specialists, Inc.**

EFFECTIVE DATE
4-30-98

To Whom It May Concern:

Enclosed herewith is an original and one copy of the ARTICLES OF INCORPORATION OF GLOBAL SOFTWARE SPECIALISTS, INC., along with this firm's check in the amount of \$122.50 for the filing fee. Please file the original Articles with the Division of Corporations, and return a stamped copy to our office along with your verification that the entity was duly incorporated.

Thank you for your cooperation, and please don't hesitate to contact me should you need assistance or have any questions.

Sincerely,

David Finkelstein

David Finkelstein, C.P.A.
Attorney at Law
For the Firm

DF/gc (Enclosures)
c:\data\mckenney\global\scest1.ltr

Haylo GAVE
AUTHORIZATION BY PHONE TO
CORRECT *R.A. Adkins*
DATE *4-May-98*
DOC. EXAM. *P. Callaway*

FILED
98 MAY -4 PH 4: 11
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Doney
5/5/98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 28, 1998

DAVID FINKELSTEIN, C.P.A.
27 FLETCHER AVENUE
SARASOTA, FL 34237

SUBJECT: GLOBAL SOFTWARE SPECIALIST, INC.
Ref. Number: W98000009484

We have received your document for GLOBAL SOFTWARE SPECIALIST, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6933.

Dana Calloway
Document Specialist

Letter Number: 998A00023001

Feel Exp.

*409 E. Gurnee St.
Tallahassee 32399*

ARTICLES OF INCORPORATION
OF
GLOBAL SOFTWARE SPECIALISTS, INC.

FILED
98 MAY -4 PM 4: 11
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, acting as incorporator STEVEN E. MCKENNEY, under the Florida General Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is GLOBAL SOFTWARE SPECIALISTS, INC.

EFFECTIVE DATE
4-30-98

ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on April 30, 1998.

ARTICLE III. PURPOSE

This corporation may engage in any activity or business permitted under the laws of the United States and Florida to the extent permissible under the laws and rules of the State of Florida.

ARTICLE IV. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 100 shares of common stock having no par value. The consideration to be paid for each share shall be as fixed by the shareholders, and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the

corporation with a value, in the judgment of the shareholders, equivalent to or greater than the full par value of the shares.

ARTICLE V. INITIAL PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the initial principal office of the corporation is 6145 Sun Blvd., Unit 301-B, St. Petersburg, Florida 33715. The corporation's registered agent is Steven E. McKenney

ARTICLE VI. MANAGEMENT BY SHAREHOLDERS

All powers of the corporation shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the shareholders, rather than a board of directors. The shareholders shall be deemed directors when required by the context of any law or bylaw. The name and street address of the original shareholder is:

<u>Name</u>	<u>Address</u>
Steven E. McKenney	5679 Columbia Road, #302 Columbia, Maryland 21044

ARTICLE VII. INCORPORATION

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
Steven E. McKenney	5679 Columbia Road, #302 Columbia, Maryland 21044

The incorporator of the corporation assigns to this corporation his rights under Section 607.161, Florida Statutes,

to constitute a corporation, and he assigns to those persons designated by the shareholders any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.


ARTICLE VIII. BYLAWS

The shareholders, by vote of a majority of the outstanding shares entitled to vote, may establish, alter, amend, or repeal corporation bylaws.

ARTICLE IX. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 20th day of April, 1998.


Steven E. McKenney
Incorporator

STATE OF MARYLAND
COUNTY OF HOWARD

On this 20th day of April, 1998, before me, a Notary Public, the undersigned officer, personally appeared Steven E. McKenney, personally known _____, OR produced Identification X
Type of Identification produced FL STATE DRIVERS LICENSE, and acknowledged the foregoing instrument.

IN WITNESS WHEREOF, I hereunto set my hand and seal.

Karen M. Gill
NOTARY PUBLIC - Signature

KAREN M. GILL
NOTARY PUBLIC - Print

My commission expires: 11-14-98

GLOBAL SOFTWARE SPECIALISTS, INC.

DESIGNATION OF REGISTERED AGENT

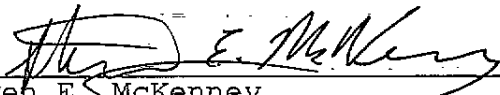
Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That GLOBAL SOFTWARE SPECIALISTS, INC. desiring to organize under the laws of the State of Florida with its initial registered office, as indicated at 6145 Sun Blvd., Unit 301-B, St. Petersburg, Florida 33715, has named Steven E. McKenney

as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, this corporation agrees to act in that capacity and to comply with the provisions of the Florida General Corporation Act relative to keeping open the registered office.



Steven E. McKenney
Registered Agent

FILED
98 MAY -4 PM 4: 11
SECRETARY OF STATE
TALLAHASSEE FLORIDA