

P98000043155



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 814451 97981A

AUTHORIZATION :

Patricia Pizut

COST LIMIT : \$ 122.50

ORDER DATE : May 11, 1998

ORDER TIME : 2:04 PM

ORDER NO. : 814451-005

CUSTOMER NO: 97981A

CUSTOMER: Ms. Elizabeth F. Schwartz
CROCKETT & CHASEN, P.A.

Suite 338
420 Lincoln Road
Miami Beach, FL 33139

000002519400--2

DOMESTIC FILING

NAME: SPINNING STONE SOFTWARE, INC.

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: Tamara Odom

EXAMINER'S INITIALS:

2553.
W98-10099

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 11 PM 12:24

RECEIVED
98 MAY 11 PM 4:02
DIVISION OF CORPORATIONS

RECEIVED

98 MAY 13 AM 11:27



FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 11 PM 12:24

May 12, 1998

RESUBMIT

Please give original
submission date as file date.

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: SPINNING STONE SOFTWARE, INC.
Ref. Number: W98000010699

We have received your document for SPINNING STONE SOFTWARE, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

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) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 498A00026121

ARTICLES OF INCORPORATION
OF
SPINNING STONE SOFTWARE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 11 PM 12:24

I

NAME

The name of the Corporation is: SPINNING STONE SOFTWARE, INC.

II

PERPETUAL EXISTENCE

This Corporation shall exist perpetually unless sooner dissolved according to law, commencing on the date and time of filing of the Articles of Incorporation by the Department of State, unless otherwise stated herebelow.

III

PURPOSE AND POWERS

This Corporation is organized for the purpose of transacting any or all lawful business and shall have all of the corporate powers enumerated in the Florida General Corporation Act.

IV

CAPITAL STOCK

This Corporation is authorized to issue 200 shares of common stock having no par value.

V

PRINCIPAL OFFICE AND INITIAL REGISTERED OFFICE AND AGENT

The street address of the principal office of the corporation is 801 W. Venetian Drive, Miami, Florida, 33139. The address of the registered agent is 801 W. Venetian Drive, Miami, Florida 33139, and the registered agent's name is Robert Stabbert.

VI

INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be increased from time to time as provided in the By-laws. The manner in which the directors are to be elected or appointed is as stated in the By-Laws. The name and address of the initial Director of this Corporation is:

Robert Stabbert
801 W. Venetian Drive
Miami, Florida, 33139

VII

INCORPORATORS

The name and address of the person signing these Articles of Incorporation is:

Robert Stabbert
801 W. Venetian Drive
Miami, Florida, 33139

VIII

EXECUTIVE COMMITTEE

The Board of Directors may, by resolution, designate one or more of their number to substitute an Executive Committee, who, to the extent provided in such resolution, or in the By-laws of the Corporation, shall have and may exercise the powers of the Board of Directors. The Board of Directors may, by resolution, discontinue the Executive Committee or change the members thereof at any time.

IX

INDEMNIFICATIONS

The Corporation shall indemnify any officer or director or any former officer or director or member of the Executive Committee or any shareholder to the full extent permitted by law.

X

AMENDMENT

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any rights conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator(s) executed these Articles of

Incorporation this 7th day of May, 1998.

I HEREBY AM FAMILIAR WITH AND ACCEPT THE DUTIES & RESPONSIBILITIES OF REGISTERED AGENT



NAME OF INCORPORATOR AND
REGISTERED AGENT

Robert Stabbert

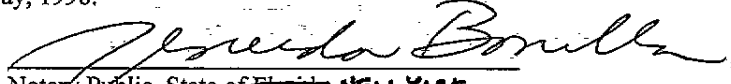
~~STATE OF FLORIDA~~ ^{NEW YORK})

~~COUNTY OF DADE~~ ^{NEW YORK})

SS:

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Robert Stabbert who produced a Florida Driver's License as identification and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 7th day of May, 1998.



Notary Public, State of Florida ~~FLORIDA~~ ^{NEW YORK}

My commission expires:

12/31/99

Efs:myfiles/Stabcorp1.doc

ZENEIDA BONILLA
Notary Public, State of New York
No. 4621143
Qualified in New York County
Commission Expires Dec. 31, 1999

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 11 PM 12:24