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TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

800002527688--4

-05/18/98--01103--015

****122.50 ****122.50

SUBJECT: Value Management Technologies, Inc.

I enclose an original and 1 copy of the Articles of Incorporation for the above corporation and a check in the amount of \$122.50.

SIGNED: William Otto Birchfield III

From:

William Otto Birchfield III
Name

4123 London Road
Address

Jacksonville, Florida 32207
City State Zip

904-733-2541
Telephone Number

FILED
98 MAY 18 AM 11:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Q/5-21-98

ARTICLES OF INCORPORATION

OF

Value Management Technologies, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purposes of forming a corporation under the Florida Business Corporation Act hereby adopts the following Articles of Incorporation:

ARTICLE I NAME

The name of the corporation shall be: Value Management Technologies, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

Value Management Technologies, Inc.
9522 Willowglen Trail
Charlotte, North Carolina 28215

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 common shares, which shall have a par value of \$.01 per share solely for the purpose of any statute or regulation imposing a tax or fee based upon the capitalization of the corporation. All such shares shall be of one class and are designated as Common Stock. The shares shall not have preemptive or cumulative voting rights.

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

William Otto Birchfield, III
4123 London Road
Jacksonville, Florida 32207

ARTICLE V INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

William Otto Birchfield, III
4123 London Road
Jacksonville, Florida 32207

ARTICLE VI DIRECTORS

6.1 Number of Directors. The Number of directors to constitute the first Board of Directors of the corporation is four (4). Thereafter, the number of directors of the corporation may be increased or decreased (but not less than one) by its Bylaws.

6.2 Names of Initial Directors. The name of the persons constituting the first Board of Directors is as follows:

<u>Name</u>	<u>Address</u>
Daniel Linton Millar	1884 Goldeneye Drive Holland, MI 49424
Scott William Millar	9522 Willowglen Trail Charlotte, NC 28215
Kevin Michael Millar	2224 Emmet Court Santa Clara, CA 95151
William Otto Birchfield, III	4123 London Road Jacksonville, FL 32207

ARTICLE VII PURPOSE

The corporation is formed to engage in the business of developing and selling computer software and to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE VIII SHAREHOLDER LIABILITY

The private property of the shareholders of this corporation shall not be subject to the payment of corporate debts, except to the extent of any unpaid balance of subscription for shares.

The undersigned has executed these Articles of Incorporation this 11 day of May, 1998.

A handwritten signature in cursive script, reading "William Otto Birchfield, III".

William Otto Birchfield, III
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: _____

Value Management Technologies, Inc.

2. The name and address of the registered agent and office is:

William Otto Birchfield, III

4123 London Road

Jacksonville, Florida 32207

Signature: William Otto Birchfield

Title: Incorporator

Date: 5/11/98

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature: William Otto Birchfield

Date: 5/11/98