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Joseph De Gance, Esquire
Attorney at Law

3471 N. Federal Highway
Suite 601
Fort Lauderdale, Florida 33306
Telephone (954) 566-1531
Fax No. (954) 566-2382

June 4, 1998

Secretary of State
Corporate Division
P.O. Box 6327
Tallahassee, Fla. 32301

RE: SEMBRA SOFTWARE, INC.

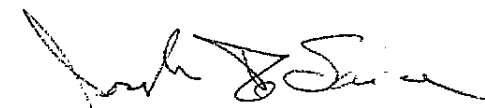
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****122.50 ****122.50

Dear Sir:

Enclosed herewith may be found the original and one copy of the Articles of Incorporation on the above referenced corporation together with my trust account check in the amount of \$122.50 to cover the costs of the following:

Filing Fee	\$35.00
Certified Copy	\$52.50
Registered Agent	<u>\$35.00</u>
Total	\$122.50

Thank you,


Joseph DeGance

JD:jd
Enc.

FILED
98 JUN 17 AM 9:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

nc 4/18/98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 12, 1998

JOSEPH DEGANCE, ESQUIRE
3471 N. FEDERAL HIGHWAY
SUITE 601
FORT LAUDERDALE, FL 33306

SUBJECT: SEMBRA SOFTWARE, INC.
Ref. Number: W98000013536

We have received your document for SEMBRA SOFTWARE, 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):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

The registered agent and street address must be consistent wherever it appears in your document.

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) 487-6067.

Neysa Culligan
Document Specialist

Letter Number: 498A00032958

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of the corporation is: SEMBRA SOFTWARE, INC., at
9612 Ridgeside Court, Davie, Fla. 33328.

ARTICLE II
DURATION

This corporation shall have perpetual existence.

ARTICLE III
PURPOSE

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

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue Five Million shares of
One cent par value common stock, which shall be designated
"Common Shares".

SECTION 2. VOTING RIGHTS

Except as otherwise provided by law, the entire voting power
for the election of directors and for all other purposes shall be vested
exclusively in the holders of the outstanding Common Shares.

ARTICLE V
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of
this corporation of the same kind, class or series as that which he
already holds, shall have the right to purchase his pro-rata share
thereof (as nearly as may be done without issuance of fractional
shares) at the price at which it is offered to others.

ARTICLE VI
INITIAL REGISTERED OFFICERS AND AGENT

The street address of the initial principal offices of this corporation is 9612 Ridgeside Court, Davie, Fla. 33328 and the name of the initial registered agent of this corporation is JOSEPH DeGANCE at 3471 N. Federal Hwy., Suite 601, Ft. Lauderdale, Fla. 33306.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This corporation shall have 1 director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than 1. The names and addresses of the initial directors of this corporation are:

VICTOR TAVERNINI
9612 Ridgeside Court
Davie, Fla. 33328

ARTICLE VIII
INCORPORATORS

The names and addresses of the persons signing these articles are:

VICTOR TAVERNINI
9612 Ridgeside Court
Davie, Fla. 33328

ARTICLE IX
POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE X
MEETING BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE XI

ACTION BY DIRECTORS WITHOUT A MEETING

The directors of this corporation may take action by written consent, as provided by law.

ARTICLE XII

INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIII

AMENDMENT

This corporation, by and through its board of directors, reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto; any right conferred upon the board of directors hereby may also be exercised by shareholders subject.

ARTICLE XIV

BEGINNING OF CORPORATE EXISTENCE

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 4 day of June, 1998.


SUBSCRIBER

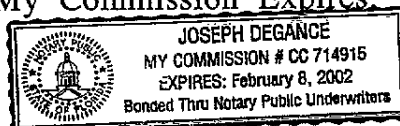
STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared VICTOR TAVERNINI known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation, and did take an oath. He produced a Florida Driver's License as identification.

IN WITNESS WHEREOF, I have hereunto set my hands and affixed our official seals, in the State and County aforesaid, this 4 day of June, 1998.


NOTARY PUBLIC

My Commission Expires:



DESIGNATION OF RESIDENT AGENT

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act:

FIRST: That SEMBRA SOFTWARE, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Certificate of Incorporation, at the City of Davie, County of Broward, State of Florida, has named: JOSEPH DeGANCE, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.


JOSEPH DeGANCE

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98 JUN 17 AM 9:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA