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ACCOUNT NO. : 072100000032

REFERENCE : 961679 9542A

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 70.00

ORDER DATE : September 15, 1998

ORDER TIME : 11:06 AM

ORDER NO. : 961679-005

CUSTOMER NO: 9542A

CUSTOMER: Ms. Lee Spataro
MICHAEL FEINSTEIN, ESQ

Suite 700
888 East Las Olas Boulevard
Fort Lauderdale, FL 33301

100002640171--0

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 15 AM 10:37

DOMESTIC FILING

NAME: STERLING SOFTWARE SOLUTIONS,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS:

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DIVISION OF CORPORATIONS

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DIVISION OF CORPORATIONS
98 SEP 15 AM 10:37

ARTICLES OF INCORPORATION
OF
STERLING SOFTWARE SOLUTIONS, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

STERLING SOFTWARE SOLUTIONS, INC.

The address of the principal office of this corporation shall be 1971 N.E. 188th Street, North Miami Beach, Florida 33179, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 888 East Las Olas Boulevard, Suite 700, Fort Lauderdale, Florida 33301, and the name of the initial registered agent of the corporation at that address is Michael L. Feinstein.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The names and addresses of the initial members of the Board of Directors are:

Brian Rook	1971 N.E. 188th Street
Director	North Miami Beach, Florida 33179

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Brian Rook	1971 N.E. 188th Street
Pres/VP/Sec/Treas.	North Miami Beach, Florida 33179

ARTICLE VIII. INCORPORATOR

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

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on September 15, 1998.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar
Its Agent, Karen E. Rozar

rwm

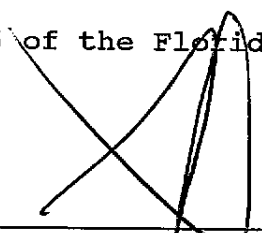
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**ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF INCORPORATION**

MICHAEL L. FEINSTEIN, an individual residing in this state having a business office identical with the registered office of the corporation named below and having been designated as the Registered Agent in the above and foregoing Articles of

STERLING SOFTWARE SOLUTIONS, INC.

is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505 of the Florida Statutes.


Michael L. Feinstein