



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 966715 81040A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : September 18, 1998

ORDER TIME : 11:08 AM

ORDER NO. : 966715-005

CUSTOMER NO: 81040A

CUSTOMER: Fletcher Fleming, Esq
SHELL FLEMING DAVIS & MENGE

Ninth Floor, Seville Tower
226 Palafox Place
Pensacola, FL 32501

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DOMESTIC FILING

NAME: VICTORY 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: Christopher Smith

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 18 PM 2:21

RECEIVED
98 SEP 18 PM 12:11
DIVISION OF CORPORATIONS

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 18 PM 2:21

ARTICLE I. - NAME

The name of this corporation is Victory Software, Inc.

ARTICLE II. - PURPOSE

This corporation is organized for the purpose of engaging in any and all business permitted under the laws of the State of Florida.

ARTICLE III. - CAPITAL STOCK

This corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of One Dollar (\$1.00) par value common stock.

ARTICLE IV. - 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 V. PRINCIPAL OFFICE AND MAILING ADDRESS.

The initial principal office and mailing address of the corporation shall be:

2533 Rosedown Drive
Cantonment, Florida 32533

The Board of Directors may change the address from time to time to any other address in the State of Florida.

ARTICLE VI. - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2533 Rosedown

Drive, Cantonment, Florida 32533 and the name of the initial registered agent of this corporation at that address is Malcolm V. Meekison.

ARTICLE VII. - INITIAL OFFICERS AND DIRECTORS

This corporation shall have three (3) directors 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 one.

The names and addresses of the initial directors and officers of this corporation are:

Malcolm V. Meekison
2533 Rosedown Drive
Cantonment, Florida 32533

Veronika Meekison
2533 Rosedown Drive
Cantonment, Florida 32533

Thomas J. Gilliam, Jr.
751 Piney Lane
Cantonment, Florida 32533

ARTICLE VIII. - INCORPORATOR

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

Malcolm V. Meekison
2533 Rosedown Drive
Cantonment, Florida 32533

ARTICLE IX. - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X. - RESTRICTIONS ON TRANSFER OF STOCK

The corporation, and subject to the priority of the corporation, the remaining stockholders of the corporation, shall have a preference in the purchase of any shares of the capital stock of the corporation, and any attempted sale of such shares of stock in violation of this provision shall be

null and void. In case a stockholder, his personal representatives, heirs, devisees, legatees, pledgee, assignee, receiver, trustee in bankruptcy or any other person holding under or in privity with any stockholder, desires to sell his shares of stock, he shall file notice in writing of such intention with the Secretary of the corporation, stating the price and terms upon which he desires to sell such stock, and unless the terms of such offer are accepted by the corporation within ten (10) days, it shall be deemed to have waived its privilege of purchasing. In the event that the corporation is legally unable to purchase such stock or otherwise waives its privilege of purchasing, the Secretary of the corporation shall mail a written notice to all of the remaining stockholders, by certified mail, return receipt requested, advising them of the terms of such offer, and unless the terms of such offer are accepted by any or all of the other stockholders within ten (10) days from the date of mailing such notice, they shall be deemed to have waived their privilege of purchasing, and the stockholders or the person in privity with him desiring to sell shall be at liberty to effect a sale upon the terms of such offer. No stockholder who has given notice pursuant to this article, may thereafter sell such stock for a price or upon terms different than the offer contained in such notice, without again complying with the notice requirements of this article. Neither the corporation, nor the remaining stockholders (collectively), may exercise their privilege of purchasing as to any shares of stock less than the total number of shares involved in such offer.

ARTICLE XI. - INDEMNIFICATION

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

ARTICLE XII. - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 17 day of September, 1998.

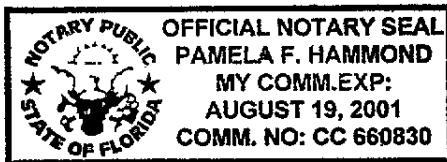
Malcolm V. Meekison
Subscriber

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 18 PM 2:21

**STATE OF FLORIDA
COUNTY OF ESCAMBIA**

BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared Malcolm V. Meekison, 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.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 17th day of September, 1998.



Pamela F. Hammond
Notary Public:
My commission expires: 8-19-2001

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Victory Software, Inc. at the place designated in the Articles of Incorporation, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping such office open.

DATE: 9/17/98

Malcolm V. Meekison
Malcolm V. Meekison