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WOLFE, YOUNG, O'BAKER & COMPANY *Accountants & Tax Consultants*

5100 Highway 17-92, Suite 200 • Casselberry, Florida 32707-3862 • Phone: 407.339.9000 • Fax: 407.339.4205 • www.wyoc.com

September 11, 1998

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

200002654302--3
-10/02/98--01051--009
*****70.00 *****70.00

Re: Simsoft, Inc.

To Whom It Concerns:

Enclosed please find \$70.00 check for Filing Fees (\$35.00) and Registered Agent Designation (\$35.00) for the proposed incorporation of the above referenced company.

Also enclosed are two sets of notarized Articles of Incorporation and Certificate of Resident Agent.

Should you have any questions, please do not hesitate to call this office.

Very truly yours,

WOLFE, YOUNG, O'BAKER & COMPANY

Robert W. Wolfe

(computer signed in order to avoid delay)

Robert W. Wolfe

RWW/bjs

Enclosures

cc: Jennifer Walzer

FILED
98 OCT -2 PM 12:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P. Hall

OCT -5 1998
(3)

Articles of Incorporation
of
SIMSOFT, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I - Name

The name of the corporation is: Simsoft, Inc.

Article II - Duration

This corporation shall exist perpetually.

Article III - Purpose

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

Article IV - Capital Stock

This corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of One Dollar (\$1.00) par value common stock which shall be designated "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 the issuance of fractional shares) at the price at which it is offered to others.

Article VI - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is: 200 Sweetwater Club Blvd., Longwood, Florida 32779, and the name of the initial registered agent of this corporation at that address is: Jennifer Walzer.

Article VII - Initial Board of Directors

This corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time as permitted by the By-Laws, but shall never be less than one (1). The name and address of the Initial Director is: Jennifer Walzer, 200 Sweetwater Club Blvd., Longwood, Florida 32779.

Article VIII - Incorporator

The name and address of the person signing these Articles of Incorporation is: Jennifer Walzer, at 200 Sweetwater Club Blvd., Longwood, Florida 32779.

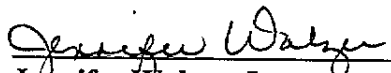
Article IX - Initial Officers

The names and addresses of initial officers shall be Jennifer Walzer, 200 Sweetwater Club Blvd., Longwood, Florida 32779, President, Secretary and Treasurer.

Article X - By-Laws

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and the bylaws of the corporation when adopted, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation the 21 day of SEPT., A.D., 1998.


Jennifer Walzer - Incorporator

Georgia
STATE of ~~FLORIDA~~
COUNTY OF Fulton :

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TALLAHASSEE, FLORIDA

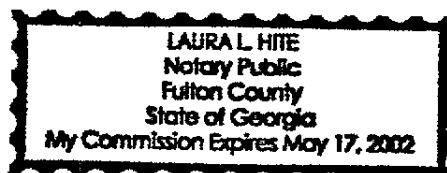
BEFORE ME, the undersigned Notary Public, duly authorized in the aforesaid State and County to take oaths and acknowledgments, personally appeared, Jennifer Walzer, well-known to me, who, after first being duly sworn by me, deposes and states that he is the person named in the above and foregoing "Articles of Incorporation", that he has read same over carefully, completely and thoroughly, and that to the best of Affiant's knowledge, information and belief, all of the matters, facts and statements set forth therein are all true, accurate and correct.

Jennifer Walzer
Jennifer Walzer

SWORN and SUBSCRIBED to before me this 26 day of Sept., A.D., 1998.

Laura L. Hite
Notary Public, State of Florida
AT LARGE *Georgia*

My Commission Expires: (N.P.Seal)



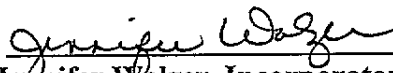
**State of Florida
Department of State**

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE AND NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED**

The following is submitted in compliance with Section 48.091, Florida Statutes.

Simsoft, Inc., a corporation organized under the laws of the State of Florida, with its principal office at: 200 Sweetwater Club Blvd., Longwood, Florida 32779, has named Jennifer Walzer of 200 Sweetwater Club Blvd., Longwood, Florida 32779, as its Agent to accept service of process within this State.

Simsoft, Inc.

BY: 
Jennifer Walzer, Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE

Having been named to accept service of process for the above-stated corporation, at the designated place in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Jennifer Walzer, Resident Agent