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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Keene Software Solutions,
Inc.

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____ Fictitious Name File _____
____ Trade/Service Mark _____
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____ RA Resignation _____
____ Dissolution / Withdrawal _____
____ Annual Report / Reinstatement _____
____ Cert. Copy _____
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____ Certificate of Good Standing _____
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____ Certificate of Fictitious Name _____
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
of
KEENE SOFTWARE SOLUTIONS, INC.

The undersigned, acting as sole incorporator, hereby adopts these Articles of Incorporation and forms a profit corporation (the "**Corporation**") under the laws of the State of Florida, as follows.

ARTICLE I

Name

The name of the Corporation is **KEENE SOFTWARE SOLUTIONS, INC..**

Address

The street address of the initial principal office is 28399 Openfield Loop, Wesley Chapel, FL 33543.

The mailing address of the Corporation is 28399 Openfield Loop, Wesley Chapel, FL 33543.

ARTICLE II

Term of Existence

The corporate existence of the Corporation shall commence **January 25, 1999**, as provided by Section 607.0203 (1), Florida Statutes, and the Corporation shall have perpetual existence thereafter.

ARTICLE III

Nature of Business

The Corporation is organized for the purpose of engaging in any and all lawful businesses, including but not limited to computer consulting.

ARTICLE IV

Powers

The Corporation shall have power to:

- (a) have perpetual succession by its corporate name;

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(b) sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

(c) have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

(d) purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

(e) sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

(f) lend money to and use its credit to assist its officers and employees to the full extent permitted by law;

(g) purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

(h) make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

(i) lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested;

(j) conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida General Corporation Act within or without the State of Florida;

(k) elect or appoint officers and agents for the Corporation including teachers, administrative personnel and other persons and define their duties and fix their compensation;

(l) make and alter bylaws, not inconsistent with these Articles of Incorporation and the laws of the State of Florida, for the administration and regulation of the affairs of the Corporation;

(m) make donations for the public welfare or for charitable, scientific or educational purposes;

(n) transact any lawful business which the Board of Directors of the Corporation shall find will be in aid of governmental policy;

(o) pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, health plans, medical plans, dental plans, insurance plans and other incentive or benefit plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of any subsidiaries it may have;

(p) be a promoter, incorporator, general or limited partner, member, associate, or manager of any corporation, partnership, joint venture, trust or other enterprise; and

(q) have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE V

Capital Stock

The Corporation is authorized to issue 10,000 shares of no par value common stock, which shall be designated Common Stock.

ARTICLE VI

Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 28399 Openfield Loop, Wesley Chapel, FL 33543, and the name of its initial registered agent at such address is James S. Keene.

ARTICLE VII

Directors

The Corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by the bylaws of the Corporation, provided that the Corporation shall always have at least one (1) but no more than **three (3)** directors. The name and address of the initial director of the Corporation, who shall serve until his or her successor is duly elected and qualified, is:

<u>Title</u>	<u>Name</u>	<u>Address</u>
Director	James S. Keene	28399 Openfield Loop Wesley Chapel, FL 33543

ARTICLE VIII

Incorporator

The name and address of the incorporator signing these Articles of Incorporation is David C. Lanigan, whose address is One Tampa City Center; Ste 2350, 201 N. Franklin Street, Tampa, Florida 33602.

ARTICLE IX

Bylaws

The power to adopt, alter, amend, or repeal bylaws may be exercised by the Corporation's Board of Directors or shareholders as provided in Sections 607.1020, 607.1021, and 607.1022, Florida Statutes (1997), as amended.

The shareholders may adopt or amend a bylaw that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by the Florida Business Corporation Act (the "Act"). The adoption or amendment of a bylaw that adds, changes, or deletes a greater quorum or voting requirement for shareholders must meet the same quorum requirement and be adopted by the same vote and voting groups required to take action under the greater of (i) the quorum and voting requirement then in effect, or (ii) the quorum and voting requirement proposed to be adopted. A bylaw that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by the Act may not be adopted, amended, or repealed by the board of directors.

A bylaw that fixes a greater quorum or voting requirement for the board of directors may be amended or repealed:

- (a) only by the shareholders, if originally adopted by the shareholders;
- (b) either by the shareholders or by the board of directors, if originally adopted by the board of directors.

A bylaw adopted or amended by the **shareholders** that fixes a greater quorum or voting requirement for the board of directors may provide that it may be amended or repealed only by a specified vote of either the shareholders or the board of directors.

Action by the **board of directors** to adopt or amend a bylaw that changes the quorum or voting requirement for the board of directors must meet the same quorum requirement and be adopted by the same vote required to take action under the greater of (i) the quorum and voting requirement then in effect, or (ii) the quorum and voting requirement proposed to be adopted.

ARTICLE X

Indemnification

The Corporation shall indemnify any director or officer or any former director or officer, to the fullest extent permitted by law, *unless* limited in the Corporation's bylaws, in which case the indemnification shall be to the extent provided in the bylaws.

ARTICLE XI

Preemptive Rights

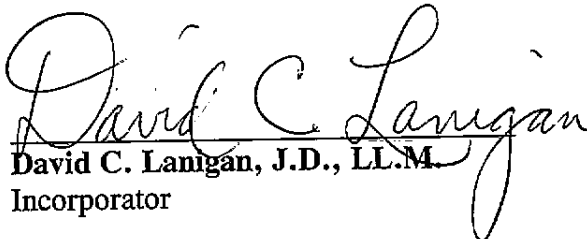
Each shareholder of the Corporation shall have the first right to purchase shares (and any securities convertible into such shares) of any class, kind or series of the Corporation's capital stock that may from time to time be issued, whether or not presently authorized, including treasury shares, in the ratio that the number of shares such shareholder holds at that time of issuance bears to the total number of shares then outstanding, exclusive of treasury shares. Any shareholder's preemptive rights shall be waived if such shareholder does not exercise his or her preemptive rights by tendering full payment to the Corporation within thirty days of receipt of written notice from the Corporation stating the prices, terms and conditions for the sale of such shares (or securities convertible into such shares). A shareholder may also waive his or her preemptive rights by affirmative written notice of waiver within thirty (30) days of receipt of notice of the Corporation's issuance of shares.

ARTICLE XII

Amendment

These Articles of Incorporation may be amended by a majority of the shares of common stock then entitled to vote. As long as the Corporation has 35 or fewer shareholders, the shareholders may amend the articles of incorporation, without an act of the directors, at a meeting for which notice of the changes to be made is given or without meeting pursuant to Section 607.0704 of the Florida Statutes.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this January 21, 1999.


David C. Langan, J.D., LL.M.
Incorporator

ACCEPTANCE BY REGISTERED AGENT

The name of the corporation is **KEENE SOFTWARE SOLUTIONS, INC.**

The street address of the initial registered office of the Corporation is 28399 Openfield Loop, Wesley Chapel, FL 33543, and the name of its initial registered agent at such address is **James S. Keene**.

Having been named Registered Agent and designated to accept service of process for the above Corporation, 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. I am familiar with and accept the obligations of my position as registered agent.

Dated: 1-22-99

James S. Keene
James S. Keene, Registered Agent

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