

P99000019023

FEBRUARY 22, 1999

DIVISION OF CORPORATIONS  
FLORIDA DEPARTMENT OF STATE  
POST OFFICE BOX 6327  
TALLAHASSEE, FLORIDA 32314

DEAR SIR;

ENCLOSED ARE TWO (2) COPIES OF THE ARTICLES OF INCORPORATION  
OF **FIDELITY SOFTWARE, INC.** AND THE APPOINTMENT OF A REGISTERED  
AGENT FOR FILING PURPOSES.

ALSO ENCLOSED IS A CHECK FOR \$122.50 TO COVER CHARTER TAX,  
FILING FEES, REGISTERED AGENT FILING FEE, AND COST OF A CERTIFIED  
COPY OF THE ARTICLES.

PLEASE SEND A CERTIFIED COPY TO ME.

800002787798--6  
-02/25/99--01094--002  
\*\*\*\*122.50 \*\*\*\*\*78.75

THANK YOU FOR YOUR PROMPT ATTENTION TO THIS MATTER.

SINCERELY YOURS,

  
DAVID SEGAL

FIDELITY SOFTWARE, INC.  
5194 KERNWOOD COURT  
PALM HARBOR FL 34685

FILED  
99 FEB 25 AM 11:58  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

ajc  
3/11

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

DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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FILED

THE UNDERSIGNED, FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA GENERAL CORPORATION ACT, HEREBY ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION:

**ARTICLE I. NAME**

THE NAME OF THIS CORPORATION IS **FIDELITY SOFTWARE INC.**

**ARTICLE II. PRINCIPAL PLACE OF BUSINESS**

THE PRINCIPAL PLACE OF BUSINESS OF THIS CORPORATION WILL BE **5194 KERNWOOD COURT, PALM HARBOR, FLORIDA 34685.**

**ARTICLE III. DURATION**

THIS CORPORATION SHALL EXIST PERPETUALLY COMMENCING ON THE DATE OF FILING OF THESE ARTICLES.

**ARTICLE IV. PURPOSE**

THIS CORPORATION IS ORGANIZED FOR THE PURPOSE OF TRANSACTING ANY AND ALL LAWFUL BUSINESS.

**ARTICLE V. CAPITAL STOCK**

THIS CORPORATION IS AUTHORIZED TO ISSUE **500** COMMON SHARES OF \$1.00 PAR VALUE.

**ARTICLE VI. PREEMPTIVE RIGHTS GRANTED**

EVERY SHAREHOLDER, UPON SALE FOR CASH BY THIS CORPORATION OF ANY NEW CAPITAL STOCK OF THE SAME KIND, CLASS OR SERIES AS THAT

WHICH HE OR SHE ALREADY HOLDS, SHALL HAVE THE PREEMPTIVE RIGHT TO PURCHASE HIS OR HER PRO RATE SHARE THERE OF (AS NEARLY AS MAY BE DONE WITHOUT THE ISSUANCE OF FRACTIONAL SHARES).

#### **ARTICLE VII. REGISTERED AGENT AND OFFICE**

THE STREET ADDRESS OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS **5194 KERNWOOD COURT, PALM HARBOR, FLORIDA 34685**. THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION AT THAT ADDRESS IS **DAVID SEGAL**.

#### **ARTICLE VIII. DIRECTORS**

THE BOARD OF DIRECTORS SHALL CONSIST OF TWO MEMBERS. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED FROM TIME TO TIME BUT SHALL NEVER BE LESS THAN (1). THE NAME AND ADDRESS OF EACH MEMBER OF THE BOARD OF DIRECTORS ARE:

**DAVID SEGAL**  
**5194 KERNWOOD COURT**  
**PALM HARBOR, FLORIDA 34685**

**CHRIS DEFANT**  
**656 STILL MEADOWS CIRCLE**  
**PALM HARBOR, FLORIDA 34683**

#### **ARTICLE IX. CUMULATIVE VOTING**

AT THE ELECTION FOR DIRECTORS, EVERY SHAREHOLDER ENTITLED TO VOTE IN THE ELECTION SHALL HAVE THE RIGHT TO CUMULATE HIS VOTES BY GIVING ONE CANDIDATE AS MANY VOTES AS THE NUMBER OF DIRECTORS TO BE ELECTED AT THE TIME MULTIPLIED BY THE NUMBER OF HIS OR HER SHARES OR BY DISTRIBUTING THE VOTES ON THE SAME PRINCIPAL AMONG ANY NUMBER OF CANDIDATES.

#### **ARTICLE X. RESTRICTIONS ON TRANSFER OF STOCK**

SHARES HELD OR ACQUIRED BY THE CORPORATION MAY NOT BE RESOLD OR OTHER PERSONS UNLESS FIRST OFFERED TO THE REMAINING SHAREHOLDERS OR TO THIS CORPORATION. THE PRICE AND TERMS ARE WHICH, AND THE TIME WITHIN WHICH THOSE SHARES MAY BE OFFERED AND SOLD SHALL BE FURTHER SPECIFIED BY WRITTEN AGREEMENT AMONG ALL THE SHAREHOLDERS AND THIS CORPORATION.

#### **ARTICLE XI. INCORPORATION**

THE NAME AND ADDRESS OF THE PERSON SIGNING THESE ARTICLES OF INCORPORATION IS:

DAVID SEGAL  
5194 KERNWOOD COURT  
PALM HARBOR, FLORIDA 34685

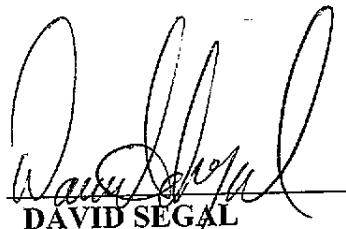
#### **ARTICLE XII. INDEMNIFICATION**

THIS CORPORATION SHALL INDEMNIFY ANY OFFICER OR ANY FORMER OFFICER TO THE FULL EXTENT PERMITTED BY LAW.

#### **ARTICLE XIII. AMENDMENT**

THIS CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY PROVISIONS CONTAINED IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENT THERETO, AND ANY RIGHT CONFERRED UPON THE SHAREHOLDERS IS SUBJECT TO THIS RESERVATION.

IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBER HAS EXECUTED THESE ARTICLES OF INCORPORATION ON THIS 22ND DAY OF FEBRUARY 1999.

  
DAVID SEGAL

STATE OF FLORIDA

COUNTY OF PINELLAS

Before me, a Notary Public authorized to take acknowledgments in Pinellas County, Florida, personally appeared **DAVID SEGAL** known to me and known to by me to be the person described in and who executed and acknowledged execution of the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and stamp in Pinellas County, Florida on this **22nd** day of **FEBRUARY 1999**.

Margaret L. Koski  
NOTARY PUBLIC

ACCEPTANCE OF REGISTERED AGENT

I hereby agree as registered agent to accept service of process for the above named corporation and to comply with the applicable provisions of Florida law relative to office hours and the posting or registered agent names.

David Segal  
REGISTERED AGENT  
**DAVID SEGAL**



DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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