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TRANSMITTAL LETTER

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

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-03/05/99--01032--010

\*\*\*\*\*87.50 \*\*\*\*\*87.50

SUBJECT:

Orow Software Group, Inc.

(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate of Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☒ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

ADDITIONAL COPY REQUIRED

FROM:

Wayne Katerz

Name (Printed or typed)

9770 Old Baymeadows Rd. #137

Address

Jacksonville, FL 32256

City, State & Zip

904-998-0034

Daytime Telephone number

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DIVISION OF CORPORATIONS  
99 MAR -5 AM 9:37

NOTE: Please provide the original and one copy of the articles.

R. Purinton MAR 10 1999

# ARTICLES OF INCORPORATION OF ORION SOFTWARE GROUP, INC.

The undersigned subscriber to these articles of incorporation, a natural person competent to contract, hereby acts to form a corporation under the laws of the State of Florida.

## ARTICLE I. NAME

The name of this corporation is **ORION SOFTWARE GROUP, INC.**

## ARTICLE II. ADDRESS

The post office address of the principal office of this corporation in the State of Florida is

**9770 Old Baymeadows Road - Suite 137, Jacksonville, FL 32256.**

The Board of Directors may from time to time move the office to any other place in Florida.

## ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is:

**ONE HUNDRED THOUSAND (100,000) SHARES**

## ARTICLE IV. INCORPORATORS

The name and post office address of the incorporator of these articles of incorporation is:

**Wayne Katez, 10313 Big Feather Trail, Jacksonville, FL 32257**

## ARTICLE V. TERM

This corporation shall have perpetual existence.

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## ARTICLE VI. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is: —

Any or all lawful business for which corporations under Chapter 607, Florida Statutes, may be organized, and shall have all powers now or hereafter granted to corporations or exercisable by corporations, pursuant to Chapter 607 or other provisions of law. —

To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind, and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone, or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

To conduct business in, have one or more offices in, and buy, hold mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licensees, in the State of Florida and in all other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business. —

To endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other state or government, and while owner of such stock to exercise all rights, powers and privileges of ownership, including the right to vote such stock.

To become guarantor or surety for any other person, firm or corporation for any purpose or transaction whatsoever. —

To make gifts of its property or cash, either to charitable organizations or otherwise, when deemed in the interest of the corporation. —

To adopt such pension, profit sharing, stock option, and deferred compensation plans for officers, employees, and directors and to grant such stock options to officers, employees, directors and others as the board of directors may deem to be in the interest of the corporation.

To have and exercise all of the powers now or hereafter conferred upon corporations by the statutes and laws of the State of Florida. —

All of the foregoing in this article shall be construed as both objects and powers. The enumeration of specific powers and purposes is not intended to restrict or limit in any way the powers or purposes of this corporation. —

## ARTICLE VII. MISCELLANEOUS

This corporation shall have the right to amend or repeal any provision contained in these articles of incorporation and any right conferred upon the stockholders is subject to this provision.

Ownership of stock in this corporation shall not be required to make any person eligible to hold office or to become a director of the corporation.

The stockholders, by simple majority of ownership of shares, may by agreement recorded in the minute book of this corporation impose such restrictions on the subscribers to such agreement as they may see fit. The by-laws of this corporation may impose any restrictions on the sale, transfer or encumbrance of the stock of this corporation as may be lawful under the statutes and laws of the State of Florida when such by-law is adopted or amended.

Any subscriber or stockholder present at any meeting of the Board of Directors shall be conclusively deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

Any contract or other transaction between the corporation and one or more of its directors, or between the corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director or directors at the meeting of the Board of Directors of the corporation, which acts upon, or in reference to, in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve or ratify such contract or transaction by a vote of a majority of the directors present.

These provisions shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common law and statutory law applicable thereto.

The Board of Directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as Directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.

## ARTICLE VIII. INDEMNITY

This corporation is authorized to indemnify any director, officer, or employee, or former director, officer, or employee of this corporation, or any person who may have served at its request as a director, officer, or employee of another corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such director, officer, or employee, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty.

This corporation may also reimburse to any director, officer, or employee the reasonable costs of settlement of committee composed of the directors of this corporation not involved in the matter in controversy (whether or not a quorum) that it was to the interests of this corporation that such settlement be made and that such director, officer, or employee was not guilty of negligence or misconduct. Such indemnification or reimbursement shall not preclude such director, officer, or employee from exercising any rights to which he may be entitled under the by-laws or otherwise.

#### ARTICLE IX. AMENDMENT

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by fifty-one percent of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.

#### ARTICLE X. REGISTERED AGENT

The initial registered agent for this corporation shall be

Wayne Katez,  
and he shall accept service of all correspondence at the corporate offices which are located at  
9770 Old Baymeadows Road, Suite 137, Jacksonville, FL 32256.

IN WITNESS WHEREOF, *the undersigned incorporator, being a natural person competent to contract, has hereunto set his hand affixed this seal this*  
29<sup>th</sup> day of January, 1999.

  
Wayne Katez  
Signature / Incorporator

Date 1-28-99

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#### REGISTERED AGENTS DECLARATION

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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, and I am familiar with and accept the obligations of my position as registered below.*

  
Wayne Katez  
Signature / Registered Agent

Date 1-28-99