

*Battaglia, Ross, Dicus & Wein, P.A.*  
*Attorneys at Law*

*Anthony P. Battaglia*

*Howard P. Ross*

*Aubrey C. Dicus, Jr.*

*Stephen J. Wein*

*Kelli Hanley*

*Christian P. Battaglia*

*Robert E. Jagger*

*Kevin P. Jagger*

*\* Licensed Certified Trial and Business Litigation Counsel*

*Larson & Lanson, P.A.*  
*Counsel for Intellectual Property*

*First Union Building 980 Tyronne Boulevard*

*Post Office Box 41100*

*St. Petersburg, Florida 33743-1100*

*Tel: (727) 381-2300 Fax: (727) 343-4059*

*James C. Runyon*

*Randall C. Hope*

*Christian B. Anouge, II*

*Timothy W. Weber*

*William C. Harrison*

*Nicole E. Weiss*

*Joseph L. Rose*

*Maureen J. Anouge*

9900000028755

February 26, 1999

400002790184--8

-03/01/99--01064--002

\*\*\*\*\*70.00 \*\*\*\*\*70.00

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

Re: Safe Harbor Software of Florida, Inc.

Dear Madam/Sir:

Enclosed please find the original and a copy of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$70.00 is enclosed which represents the following fee: (607.0122)

Filing Fee for Articles and  
Registered Agent

\$ 70.00

Please file the original of the enclosed Articles of Incorporation and return a date stamped copy to the undersigned.

Very truly yours,

BATTAGLIA, ROSS, DICUS & WEIN, P.A.

*Maureen J. Anouge*  
Maureen J. Anouge

Enclosures

W99-5285

Lakeland

Tampa

St. Petersburg

T.A. 3/30/99



**FLORIDA DEPARTMENT OF STATE**

**Katherine Harris**  
Secretary of State

March 4, 1999

MAUREEN J. ANOUGE  
BATTAGLIA, ROSS, DICUS & WEIN, P.A.  
PO BOX 41100  
ST PETERSBURG, FL 33743-1100

SUBJECT: SAFE HARBOR SOFTWARE OF FLORIDA, INC.  
Ref. Number: W99000005285

We have received your document for SAFE HARBOR SOFTWARE OF FLORIDA, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

Article VII states there will be THREE (2) director(s), whereas TWO is/are listed.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6926.

Tracy Augsburger  
Document Specialist

Letter Number: 999A00009984

**ARTICLES OF INCORPORATION**  
**OF**  
**SAFE HARBOR SOFTWARE OF FLORIDA, INC.**

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I**  
**CORPORATE NAME**

The name of the corporation is SAFE HARBOR SOFTWARE OF FLORIDA, INC.

**ARTICLE II**  
**DURATION**

The period of its duration is perpetual.

**ARTICLE III**  
**PURPOSE**

The purpose is to engage in any activities or business permitted under the laws of the United States and the state of Florida.

**ARTICLE IV**  
**CAPITAL STOCK**

The corporation is authorized to issue one hundred (100) shares of common stock, at \$1.00 par value per share.

**ARTICLE V**  
**INITIAL REGISTERED OFFICE AND AGENT**

The name and street address of the corporation's initial registered agent and his office is:

LARRY W. NICKERSON  
12404 Capri Circle North  
Treasure Island, FL 33706

**FILED**  
99 MAR 29 AM 8:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE VI  
CORPORATE ADDRESS**

The street address of the initial principal office of the corporation is as follows:

12404 Capri Circle North  
Treasure Island, FL 33706

**ARTICLE VII  
INITIAL BOARD OF DIRECTORS**

The corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the corporation in the manner provided by law, but shall never be less than one (1).

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

<u>Name</u>	<u>Address</u>
LARRY W. NICKERSON	12404 Capri Circle North Treasure Island, FL 33706
GALE A. NICKERSON	12404 Capri Circle North Treasure Island, FL 33706

**ARTICLE VIII  
INCORPORATOR**

The name and address of the Incorporator signing these Articles of Incorporation is:

LARRY W. NICKERSON  
12404 Capri Circle North  
Treasure Island, FL 33706

**ARTICLE IX  
AMENDMENT OF BYLAWS**

The power to adopt, alter, amend or repeal the Bylaws of the corporation shall be vested in the Board of Directors.

**ARTICLE X  
INDEMNIFICATION**

The corporation may be empowered by resolution of the Board of Directors to indemnify any officer or director, or any former officer or director, in the manner set out and provided for in the Bylaws of the corporation, pursuant to the provisions of Section 607.0850 of the Florida Statutes, as amended.

**ARTICLE XI  
INFORMAL ACTION OF DIRECTORS**

If a majority of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation as part of the corporate records, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

**ARTICLE XII  
AMENDMENT OF ARTICLES**

The power to amend these Articles of Incorporation shall be vested in the Board of Directors.

**ARTICLE XIII  
TELEPHONE MEETINGS**

Members of the Board of Directors or the Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear each other, is used.

**ARTICLE XIV  
DIRECTOR QUORUM AND VOTING**

A majority of the directors shall constitute a quorum for a meeting of the directors of the corporation. If a quorum is present, the affirmative vote of a majority of the directors present or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting, shall be the act of the Board of Directors.

**ARTICLE XV  
DIRECTOR CONFLICT OF INTEREST**

A. No contract or other transaction between the corporation and one (1) or more of the directors, or between the corporation and any other corporation, firm, association or other entity, in which one (1) or more of the directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the Board of Directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose:

1. If the fact of such common directorship, officership or financial interest is disclosed or known to the Board or committee, and the Board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director

or directors; or

2. If such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or

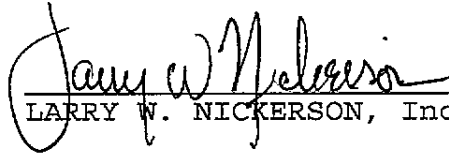
3. If the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the Board, a committee or the shareholders.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which approves such contract or transaction.

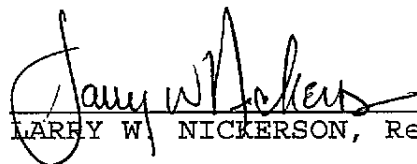
#### **ARTICLE XVI INFORMAL ACTION OF SHAREHOLDERS**

Any action of the shareholders may be taken without a meeting if consent in writing setting forth the actions so taken shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted, and filed with the Secretary of the corporation as part of the corporate records.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation the 1<sup>st</sup> day of January, 1999.

  
LARRY W. NICKERSON, Incorporator

I acknowledge that I am familiar with and accept the duties and responsibilities as Registered Agent for the corporation.

  
LARRY W. NICKERSON, Registered Agent

**FILED**  
99 MAR 29 AM 8:59  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA