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GREAT CONCEPTS SOFTWARE INC

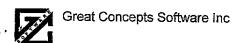
Articles of Incorporation



Great Concepts Software

1676 Pineapple Ave Melbourne, FL 32935

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



ARTICLES OF INCORPORATION OF GREAT CONCEPTS SOFTWARE INC.

ARTICLE I - NAME

The name of the corporation is GREAT CONCEPTS SOFTWARE INC.

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TALLAHIASSEE, FLORIDA

ARTICLE II - ADDRESS

The initial principal office of the corporation is 1676 Pineapple Avenue, Melbourne, FL 32935. The initial mailing address is the same. The Board of Directors may, from time to time, move the principal office and/or mailing address to any other address.

ARTICLE III - DURATION

The term of existence of this corporation shall be perpetual.

ARTICLE IV - PURPOSE

The purpose of the corporation is to transact any and all business lawful under the laws of the State of Florida.

ARTICLE V - CAPITAL STOCK

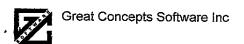
The aggregate number of shares of stock, which the corporation has authority to issue, is 1000, all of which shall be common shares with a par value of \$1.00 each.

ARTICLE VI - SECTION 1244 STOCK

It is the intention of the Incorporators that the stock of this corporation shall qualify as Small Business Company Stock pursuant to Section 1244 of the Internal Revenue Code.

ARTICLE VII - PREEMPTIVE RIGHTS

Each shareholder, upon the sale of any new stock of this corporation, shall be entitled to the full pre-emptive rights to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.



ARTICLE VIII - INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of the corporation shall 1676 Pineapple Avenue, Melbourne, FL 32935. The name of the initial registered agent at such address is AJ Valuntas. The Board of Directors may, from time to time, move the registered office to any other address within the State of Florida.

ARTICLE IX - INITIAL BOARD OF DIRECTORS

The Board of Directors of the corporation shall consist of at least one member. The number of directors may be either increased or decreased from time to time by amending the by-laws of the corporation. The name and address of the initial directors are:

NAME

OFFICE

ADDRESS =

Michael S Scott

President

404 Crescent Dr

Melbourne, FL 32901

A J Valuntas

Secretary

2820 Caribbean Isle Blvd

Melbourne, FL 32935

ARTICLE X - INCORPORATORS

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

NAME

ADDRESS

A J Valuntas

Secretary

2820 Caribbean Isle Blvd

Melbourne, FL 32935

ARTICLE XI - BY-LAWS

The power to adopt, alter, amend, or repeal by-laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIII - SUBCHAPTER "S" ELECTION

It is the intent of the Incorporators to file the appropriate Subchapter "S" Internal Revenue Code Election (IRS Form 2553) at the Organizational Meeting hereof.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 28th day of March 1999.

Secretary

STATE OF FLORIDA COUNTY OF BREVARD

BEFORE ME, personally appeared A J Valuntas known by me to be the person described in and who executed the foregoing instrument, and he acknowledged to and before me that he executed said instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal, in the state and county aforesaid this 28 day of \underline{March} 19 99.

Notary Public

almita

my commission expires:

MICHAEL S. SCOTT NOTARY PUBLIC - STATE OF FLORIDA My Commission Expires Feb. 18, 2000 Comm. No. CC 533475

I, <u>AJ Valuntas</u>, understand the duties and responsibilities of registered agent and accept the position of registered agent for Great Concepts Software Inc.

Signed

Date

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TALLAHASSEE, FLORIDA