

Division of Corporations

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Division of Corporations
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To:

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From:

Account Name : *Janet Quinn* ENGLISH, MCCAUGHAN & O'BRYAN, P.A.
Account Number : 076067004147
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FLORIDA PROFIT CORPORATION OR P.A.

DEGRIFF' SOFT, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
DEGRIFF- SOFT, INC.
A FLORIDA CORPORATION

The undersigned, acting as Incorporator of DEGRIFF- SOFT, INC., a Florida corporation (the "Corporation") under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is DEGRIFF- SOFT, INC. and the street address of the initial principal office of the Corporation is 100 Northeast 3rd Avenue, Suite 1100, Fort Lauderdale, Florida 33301.

ARTICLE II

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The Corporation is authorized to issue One Hundred Thousand (100,000) shares of One Dollar (\$1.00) par value Common Stock.

PREPARED BY: Christopher K. Leigh, Esq.
English, McCaughan & O'Bryan, P.A.
100 Northeast Third Avenue, Suite 1100
Fort Lauderdale, Florida 33301
(954) 462-3300
Florida Bar No. 807941

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ARTICLE IVINITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 100 Northeast 3rd Avenue, Suite 1100, Fort Lauderdale, Florida 33301, and the name of the initial Registered Agent of the Corporation at that address is EMO Corporate Services, Inc..

ARTICLE VINITIAL BOARD OF DIRECTORS

The Corporation shall initially have two (2) Directors to hold office until the first Annual Meeting of Shareholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The names and addresses of the initial Directors of the Corporation are:

<u>Name</u>	<u>Address</u>
Philippe Pantanella	100 Northeast 3rd Avenue, Suite 1100 Fort Lauderdale, Florida 33301
Danielle Moreau	100 Northeast 3rd Avenue, Suite 1100 Fort Lauderdale, Florida 33301

ARTICLE VIINCORPORATOR

The name and address of the Incorporator of the Corporation is:

<u>Name</u>	<u>Address</u>
Christopher K. Leigh	100 Northeast 3rd Avenue, Suite 1100 Fort Lauderdale, Florida 33301

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IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 1st day of June, 1999.

A handwritten signature in dark ink, appearing to read 'C. Leigh', is written over a horizontal line.

CHRISTOPHER K. LEIGH, Incorporator

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as Registered Agent to accept service of process for DEGRUFF SOFT, INC. at the place designated in the foregoing Articles of Incorporation, we hereby accept the appointment as Registered Agent and agree to act in this capacity. We further agree to comply with the provisions of the Florida Business Corporation Act relating to the proper and complete performance of my duties, and we are familiar with and accept the obligations of our position as Registered Agent.

EMO CORPORATE SERVICES, INC.

Dated: June 1, 1999By: Janet Quinn
JANET QUINN, Assistant Secretary
Initial Registered Agent

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