

vision of Corporations

<https://cclsa1.dos.state.fl.us/scripts/efilecovr.exe>

P990000072395

Florida Department of State

Division of Corporations

Public Access System

Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H99000020235 0)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : DAVID R. ELLIS, ATTORNEY
Account Number : I19990000151
Phone : (727) 531-1111
Fax Number : (727) 531-5088

FLORIDA PROFIT CORPORATION OR P.A.**KNOWLEDGE MANAGEMENT SOFTWARE, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

FILED
99 AUG 13 PM 1:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2/13/99

H99000020235 0

ARTICLES OF INCORPORATION
OF
KNOWLEDGE MANAGEMENT SOFTWARE, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby undertakes to form a Corporation for Profit under the Laws of the State of Florida.

ARTICLE I - NAME

The name of the Corporation shall be:
KNOWLEDGE MANAGEMENT SOFTWARE, INC.

FILED
99 AUG 13 PM 1:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II - NATURE OF BUSINESS

The general character or nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is: 1,000,000 shares of common stock with a par value of \$0.01 per share.

Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the Board of Directors of this Corporation at any regular or special meeting.

DAVID R. ELLIS
ATTORNEY AT LAW

253855

3233 EAST BAY DRIVE
SUITE 101
LARGO, FLORIDA 33771

TEL (727) 531-1111
FAX (727) 531-5088
ellislaw@alum.mit.edu

COMPUTER & CYBERLAW
CORPORATION AND
BUSINESS LAW
COPYRIGHTS & TRADEMARKS
LICENSING & FRANCHISING
ENTERTAINMENT LAW
CONTRACT LAW

H99000020235 0

H99000020235 0

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is to be:

1560 Braemoor Lane
Pinellas County
Dunedin, FL 34698

and the name of the initial registered and resident agent of this Corporation at that address is Thomas J. Godfrey.

ARTICLE V - ADDRESS

The initial street address of the principal office of the Corporation is to be:

1560 Braemoor Lane
Pinellas County
Dunedin, FL 34698

The Board of Directors may from time to time designate such other address and place for the principal office of this Corporation as it may see fit.

ARTICLE VI - DIRECTOR

The name and street address of the first Board of Directors who shall hold office until their successors are elected and have qualified are as follows:

Thomas J. Godfrey
1560 Braemoor Lane
Dunedin, FL 34698

Stuart Whistance
Knowledge Management Software plc
Thomas Bennett House
Salford University Business Park
Salford, England, M6 6AJ

H99000020235 0

H99000020235.0

ARTICLE VII - INCORPORATOR

The name and street address of the Incorporator of these Articles are as follows:

Thomas J. Godfrey
1560 Braemoor Lane
Dunedin, FL 34698

ARTICLE VIII - EFFECTIVE DATE

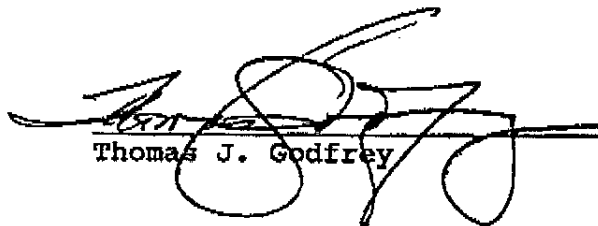
These Articles of Incorporation shall be effective upon receipt by the Secretary of State's Office.

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 stockholders meeting by a majority of the stock entitled to vote thereon unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned Incorporator of this Corporation has executed these Articles of Incorporation

on Fri, Aug 13, 1999


Thomas J. Godfrey

H99000020235.0

H99000020235.0

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-named corporation at the place designated in the Articles of Incorporation, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping open such office.

Date: 8/13/99
Thomas J. Godfrey

FILED
99 AUG 13 PM 1:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H99000020235.0