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LAW OFFICE
SHARON P. TALBOT, P.A.
PROFESSIONAL ASSOCIATION
324 ROYAL PALM WAY, SUITE 206
PALM BEACH, FLORIDA 33480
TELEPHONE (561) 655-0111
FAX (561) 655-7744

SHARON P. TALBOT
ATTORNEY AND COUNSELOR AT LAW

MEMBER OF THE FLORIDA BAR, FEDERAL TRIAL BAR, PALM BEACH
COUNTY BAR ASSOCIATION, AMERICAN IMMIGRATION
LAWYERS ASSOCIATION, AND PALM BEACH - MARTIN
COUNTY ESTATE PLANNING COUNCIL

August 2, 1999

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

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-08/04/99--01037--013
*****78.75 *****78.75

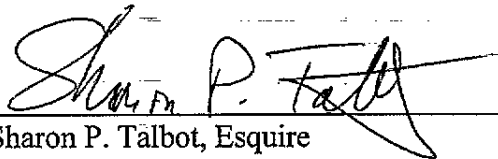
Re: Formation of The Software Merchant, Inc.

To Whom It May Concern:

Enclosed please find the necessary documents and the filing fee of \$78.75 to open the above-referenced corporation. If you have any questions or require additional information, please don't hesitate to contact me.

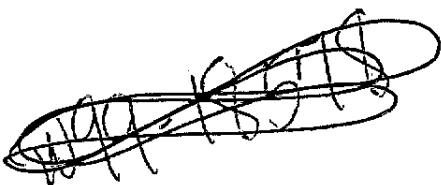
Very truly yours,

SHARON P. TALBOT, P.A.

By: 
Sharon P. Talbot, Esquire

Enclosures

FILED
99 AUG 18 AM 7:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



RECEIVED AUG 19 1999

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 11, 1999

SHARON T. TALBOT, P.A.
324 ROYAL PALM WAY, SUITE 206
PALM BEACH, FL 33480

SUBJECT: THE SOFTWARE MERCHANT, INC.
Ref. Number: W99000018578

We have received your document for THE SOFTWARE MERCHANT, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

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) 487-6933.

Teresa Brown
Corporate Specialist

Letter Number: 599A00040512

**ARTICLES OF INCORPORATION
OF
THE SOFTWARE MERCHANT, INC.**

FILED
99 AUG 18 AM 7:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be: THE SOFTWARE MERCHANT, INC.

ARTICLE II

This corporation shall commence existing upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed or in any other manner reproduced;

To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist its officers and employees in accordance with Florida Statute §607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other governmental, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge or all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter bylaws, not inconsistent with its articles of incorporation with the laws of this state, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pensions plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary of convenient to effect its purposes;

To indemnify any person why by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute §607.014;

ARTICLE IV

The aggregate number of shares which this corporation shall have authority to issue is the total sum of 500 shares, having an individual par value of \$1.00 (One Dollar).

Unless otherwise stated in these articles or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE V

The street address of the initial registered office and the name of the initial Registered Agent of this corporation shall be: I hereby am familiar with and accept the duties and responsibilities as Registered Agent.

NAME

Sharon P. Talbot, Esq.

ADDRESS

324 Royal Palm Way, Suite 206
Palm Beach, Florida 33480

ARTICLE VI

The initial Board of Directors shall consist of a total of one person(s) and the name and address of the person(s) who is to serve as an initial director(s) is:

NAME

John DeWitt, President

ADDRESS

420 U.S. Highway One
North Palm Beach, Florida 33404

ARTICLE VII

The address of the principal office of this corporation is:

ADDRESS

420 U.S. Highway One
North Palm Beach, Florida 33404

ARTICLE VIII

The name and address of the incorporator executing these Articles of Incorporation is:

NAME

John DeWitt, President

ADDRESS

420 U.S. Highway One
North Palm Beach, Florida 33404

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 30th day of July, 1999.

x John Dewitt
JOHN DEWITT, President

California
STATE OF ~~FLORIDA~~ }
COUNTY OF ~~PALM BEACH~~ }
San Mateo

BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared JOHN DEWITT, known to me and known by me to be the person who executed the foregoing Articles of Incorporation and who presented either a drivers' license or other form of identification.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid this 30th day of July, 1999. Total pages are 4 pages.



IraJ Shahrok
Notary Public, State of Florida

My commission expires: 9.15.1999

IRAJ SHAHROK

ATTORNEY AT LAW

Print name of Notary Public

(SEAL)



Sh
7/30/99