



THE UNITED STATES
CORPORATION
COMPANY

P99000077/58

FILED

99 AUG 27 AM 11:54

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 356866 4327512

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : August 27, 1999

ORDER TIME : 2:16 PM

ORDER NO. : 356866-010

CUSTOMER NO: 4327512

200002972732--6
-08/30/99--01001--003
*****78.75 *****78.75

CUSTOMER: Ms. Susan Kubar
QUARLES & BRADY
QUARLES & BRADY
Suite 320
4501 N. Tamiami Trail
Naples, FL 34103

DOMESTIC FILING

NAME: SHOPWARE PRODUCTS GROUP, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Erika Carlson

EXAMINER'S INITIALS:

PH 8/30/99

RECEIVED
99 AUG 27 PM 3:05
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
SHOPWARE PRODUCTS GROUP, INC.**

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TALLAHASSEE, FLORIDA

**ARTICLE I
CORPORATE NAME**

The name of this Corporation is SHOPWARE PRODUCTS GROUP, INC.

**ARTICLE II
CAPITAL STOCK**

The aggregate number of shares which this Corporation shall have authority to issue is 1,000 common shares. Common shares shall be the only class of shares which this Corporation shall have authority to issue.

**ARTICLE III
INCORPORATOR**

The name and address of the incorporator are:

Name

Address

Kimberly Leach Johnson

4501 Tamiami Trail North
Suite 300
Naples, FL 34103

**ARTICLE IV
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is: 4501 Tamiami Trail North, Suite 300, Naples, Florida 34013, and the name of the initial registered agent of this Corporation at that address is: Naples-Lawdock, Inc.

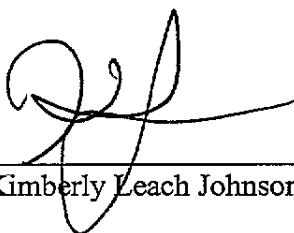
ARTICLE V
PRINCIPAL OFFICE

The address of the principal office of this Corporation shall be 1175 Partridge Lane, Unit 102, Naples, Florida 34104.

ARTICLE VI
S CORPORATION

The Corporation shall elect to be taxed as an S Corporation under the Internal Revenue Code. The Corporation shall authorize and issue only one class of stock. No stockholder shall do any act (including the sale or transfer of such stockholder's stock) which shall contravene or revoke the Corporation's election to be taxed as an S Corporation. All issued shares, excluding treasury shares, and all issued securities evidencing the right to acquire shares of the Corporation shall be held of record by no more than seventy-five (75) persons in the aggregate.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 25 day of August, 1999.



Kimberly Leach Johnson, Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FILED
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, 99 AUG 27 AM 11: 54
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 48.091, AND SECTION 607.0501, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

THAT SHOPWARE PRODUCTS GROUP, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business located at 1175 Partridge Lane, Unit 102, Naples, Florida 34104 , has named Naples-Lawdock, Inc., located at 4501 Tamiami Trail North, Suite 300, Naples, Florida 34103, as its agent to accept service of process within Florida.



Kimberly Leach Johnson, Incorporator
Dated: August 25, 1999

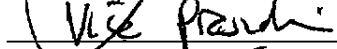
Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, Naples-Lawdock, Inc. hereby agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties.


NAPLES-LAWDOCK, INC.

By: _____

Kimberly Leach Johnson

Its: _____


Dated: August 25, 1999