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August 30, 1999

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


Re: **Lake Group Software, Inc.**

To Whom It May Concern:

Enclosed please find an original and one copy of the Articles of Incorporation of Lake Group Software, Inc., a Florida corporation, along with our check in the amount of \$78.50. If the enclosed document meets with your approval, please file it with your office and return a certified copy to the attention of the undersigned.

If you have any questions regarding the enclosed document, please do not hesitate to contact the undersigned.

Yours very truly,


Janet Quinn
Corporate Paralegal

/jlq

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
LAKE GROUP SOFTWARE, INC.
A FLORIDA CORPORATION**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of LAKE GROUP SOFTWARE, 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 LAKE GROUP SOFTWARE, INC. and the street address of the initial principal office of the Corporation is 11111 Biscayne Boulevard, Suite 2115, Miami, Florida 33181.

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.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 11111 Biscayne Boulevard, Suite 2115, Miami, Florida 33181, and the name of the initial Registered Agent of the Corporation at that address is Michael L. Randall.

ARTICLE V

INITIAL BOARD OF DIRECTORS

The Corporation shall initially have one (1) Director to hold office until the first Annual Meeting of Shareholders and his successors shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The name and address of the initial Director of the Corporation is:

Name

Address

Michael L. Randall

11111 Biscayne Boulevard, Suite 2115
Miami, Florida 33181

ARTICLE VI

INCORPORATOR

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

Name

Address

Michael L. Randall

11111 Biscayne Boulevard, Suite 2115
Miami, Florida 33181

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 26 day of AUGUST, 1999.



MICHAEL L. RANDALL, INCORPORATOR

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

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

Dated: Aug 26, 1999

By: Michael L. Randall
MICHAEL L. RANDALL
Initial Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA