

August 20, 1999

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

700002977027--1  
-09/02/99--01057--017  
\*\*\*\*\*75.00 \*\*\*\*\*75.00

Re: BSG SOFTWARE INC.

Please find enclosed :

- Two ( 2 ) Copies Articles of Incorporation
- Check for Incorporation fees of \$ 75.00 Payable to Department of State  
Division of Corporations

Please file these Articles with the State of Florida and return Stamped copy  
of Articles with assigned Document Number.

Your assistance in this matter is most appreciated.



David B. Wilson

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CALLINON CASE SEP 09 1999

**ARTICLES OF INCORPORATION  
OF  
BSG SOFTWARE INC.**

The undersigned incorporator of these Articles of Incorporation does hereby form a corporation pursuant to the Florida General Corporation Act and does hereby adopt the following Articles of Incorporation:

**ARTICLE ONE  
NAME AND PRINCIPAL OFFICE**

The name of this Corporation is BSG SOFTWARE INC. The Corporation's principal office is located at 9533 104<sup>th</sup> Avenue North, Largo, Florida 33777.

**ARTICLE TWO  
DURATION**

The Corporation is to exist perpetually.

**ARTICLE THREE  
PURPOSE**

This Corporation is organized to transact any and all lawful business for which corporations may be incorporated under the Florida General Corporations Act, including the provision of sales and services.

**ARTICLE FOUR  
CAPITAL STOCK**

The aggregate number of shares which this Corporation is authorized to issue is 10,000 shares of common stock, each having a par value of One Dollar ( \$ 1.00 ). Once issued, all shares shall be deemed fully paid and non - assessable.

**ARTICLE FIVE  
PREEMPTIVE RIGHTS**

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

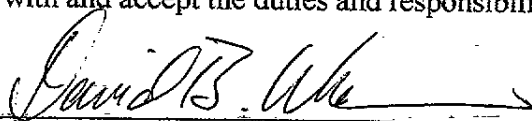
**ARTICLE SIX**  
**TRANSFER OF SHARES**

All of the issued and outstanding shares of the Corporation shall be made subject to restrictions on transferability by agreement among the holders of such shares. A copy of such agreement shall be kept on file at the principal office of the corporation and shall be subject to inspection by stockholders of record and bona fide creditors of the corporation at reasonable times during business hours.

**ARTICLE SEVEN**  
**REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation 9533 104<sup>th</sup> Avenue North, Largo, Florida 33777 and the name of the initial registered agent at such address is David B. Wilson, whose acceptance is noted below.

I am familiar with and accept the duties and responsibilities as registered agent for this corporation.



Accepted by David B. Wilson

**ARTICLE EIGHT**  
**DIRECTORS**

The Board of Directors will consist of no less than one and no more than five directors, the exact number to be determined by the Bylaws ( with any modifications or change in number, within this range, to also be by Amendment to the Bylaws). The initial Board of Directors shall consist of 2 ( two ) members: David B. Wilson and Joe Powers

**ARTICLE NINE**  
**INCORPORATOR**

The name and address of the person signing these Articles is: David B. Wilson, 9533 104<sup>th</sup> Avenue North, Largo, Florida 33777

**ARTICLE TEN**  
**INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

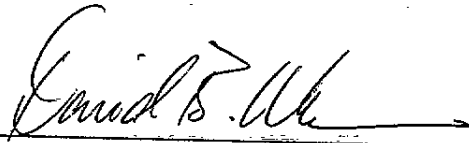
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE ELEVEN  
OTHER PROVISIONS**

There are no other provisions for the regulation of the internal affairs of this Corporation except as set forth in the By-Laws of this Corporation.

In Witness Whereof, the undersigned Incorporator has executed these Articles of Incorporation this

20<sup>th</sup> day of August, 1999.

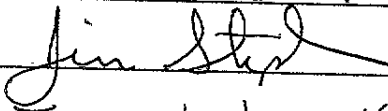
  
By: David B. Wilson

**STATE OF FLORIDA  
COUNTY OF PINELLAS**

The foregoing instrument was acknowledged and sworn to before me this 20<sup>th</sup> day of August 1999 by David B. Wilson who :

( ☒ ) is personally known to me

( ) produced \_\_\_\_\_ as identification.

 (signature of notary)

Jim Stephanick (printed name of notary)

\_\_\_\_\_ (serial number, if any)

