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Dwayne Martins, E.A.
2963 Gulf-to-Bay Blvd., Suite 250
Clearwater, FL 34619

TRANSMITTAL LETTER

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

September 20, 1999

Re: soft-warehouse.net, Inc.

Enclosed are two original articles of incorporation and a check for \$122.50.

From :

Soft-warehouse.net, Inc.
3114 Coventry Lane
Safety Harbor, FL 34695

Please process these articles as soon as possible and return them to me as soon as possible.

Sincerely,

Dwayne Martins

Dwayne Martins, E.A.

FILED
99 SEP 24 PM 1:01
SECRETARY OF STATE
TALLAHASSEE FLORIDA

DM/dm

enclosures : articles of incorporation

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9-28-99
CB

ARTICLES OF INCORPORATION
OF
soft-warehouse.net, Inc.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Act, hereby adopt (s) the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be : soft-warehouse.net, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be:

3114 Coventry Lane
Safety Harbor, FL 34695

ARTICLE III - NATURE OF BUSINESS

The nature of the business of the corporation is development and sales of software products.

ARTICLE IV - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is : 10,000.

ARTICLE V - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

William Lafemina
3114 Coventry Lane
Safety Harbor, FL 34695

The undersigned incorporator(s) has (have) executed these Articles of Incorporation this 20 day of September, 1999.

William Lafemina

FILED
99 SEP 24 PM 1:01
CLERK OF CIRCUIT COURT
JUDICIAL CIRCUIT IN AND FOR
FLORIDA

CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provisions of section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent / registered office, in the State of Florida.

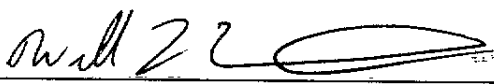
The name of the corporation is :

soft-warehouse.net, Inc

The name of the registered agent and office is :

William Lafemina
3114 Coventry Lane
Safety Harbor, FL 34695

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES 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.



Registered Agent



Date

FILED
99 SEP 24 PM 1:01
SECRETARY OF STATE
TALLAHASSEE FLORIDA