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Florida Department of State

Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.

KM Software, Inc.

Certificate of Status	0
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**ARTICLES OF INCORPORATION OF
KM SOFTWARE, INC.**

The undersigned, for the purpose of forming a corporation under the "Florida Business Corporation Act," does hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is: **KM SOFTWARE, INC.**

ARTICLE II

The address of the principal office of the corporation and the corporation's mailing address are 3963 Blenheim Street, Fort Myers, FL 33919

ARTICLE III

The street address of the corporation's initial registered office in the State of Florida is Suite 2, 1625 West Marion Avenue, Punta Gorda, Florida 33950, and the name of its initial registered agent at such address is James R. Myers

ARTICLE IV

The aggregate number of shares which the corporation has authority to issue is Five Thousand and no/100 Dollars (5,000), all of which shares are of the same class and are designated "Common Shares;" the par value of each such share is 10 cents (\$.10).

ARTICLE V

The name and address of the incorporator are:

James R. Myers
Suite 2, 1625 West Marion Avenue
Punta Gorda, Florida 33950

ARTICLE VI

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the shareholders of this corporation.

James R. Myers, Esquire
Florida Bar #0896489
1625 W. Marion Av, Ste 2
Punta Gorda, FL 33950
Telephone - 1-941-637-1950

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ARTICLE VII

The duration of the corporation is perpetual.

ARTICLE VIII

1. Indemnification. The corporation, except as provided in Section 2, shall indemnify any person who is or was a party or is threatened to be made a party to any proceeding, including without limitation any action by or in the right of the corporation, by reason of the fact that he was or is an officer of the corporation or is or was an officer of the corporation who is or was serving at the request of the corporation as a director, officer, agent, employee, partner or trustee of another corporation, partnership, joint venture, trust or other enterprise; against liability actually and reasonably incurred by him, unless, in connection with such action, suit or proceeding, a judgment or other final adjudication establishes that his conduct was material to the cause of action and was: (a) a violation of the criminal law, unless the director or officer had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct unlawful; (b) a transaction from which the director or officer derived an improper personal benefit; (c) in the case of a director, a circumstance under which the liability provisions of Section 607.0834 of the Florida Business Corporation Act are applicable; or (d) willful misconduct or a conscious disregard for the best interests of the corporation in a proceeding by or in the right of the corporation to procure a judgment in its favor or in a proceeding by or in the right of a shareholder. The right to indemnification conferred in this Section 1 shall be a contract right and shall include the right to be paid by the corporation expenses incurred in defending any proceeding in advance of the final disposition of such proceeding. Such right will be conditioned upon receipt of an undertaking by or on behalf of the officer to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the corporation as authorized in this Section 1. Such right shall survive any amendment or repeal of this Section 1 with respect to expenses incurred in connection with claims, regardless of when such claims are brought, arising out of acts or omissions occurring prior to such amendment or repeal. The corporation may, by action of its shareholders, provide indemnification to employees and agents of the corporation with the same scope and effect as the foregoing indemnification of officers.

2. Action to Enforce Claims. If a claim under Section 1 of this Article is not paid in full by the corporation within 30 days after a written claim has been received by the corporation, the claimant may at any time thereafter bring suit against the corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any is required, has been tendered to the corporation) that the claimant has not met the standards of conduct which make it permissible under the Florida Business Corporation Act for the corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the corporation. Neither the failure of the corporation (including its shareholders, independent legal counsel, or its shareholders) to have made a determination prior to the commencement of such action that indemnification of the claimant is

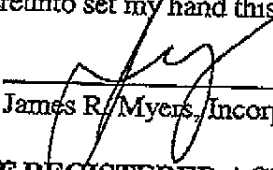
proper in the circumstances because he has met the applicable standard of conduct set forth in the Florida Business Corporation Act, nor an actual determination by the corporation (including its shareholders, independent legal counsel, or its shareholders) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

3. Indemnification Provided in this Article Not Exclusive. The indemnification and advancement of expenses provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification and advancement of expenses may be entitled under any statute, provision of the Articles of Incorporation, bylaws, agreement, vote of shareholders or disinterested directors, or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to any person who has ceased to be an officer (or employee or agent, if applicable) of the corporation and shall inure to the benefit of the heirs, legal representatives, executors, administrators and assigns of such person.

4. Insurance. The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was an officer, employee or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, profit sharing plan or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this Article.

5. Savings Clause. In the event that any provision of this Article shall be held invalid by any court of competent jurisdiction, such holding shall not invalidate any other provision of this Article and any other provisions of this Article shall be construed as if such invalid provision had not been contained in this Article. In any event, the corporation shall indemnify any person who is or was an officer of the corporation, or who is or was serving at the request of the corporation as a director or officer of another corporation, partnership, joint venture, trust, profit sharing plan or other enterprise, to the fullest extent permitted under Florida law, as from time to time in effect.

IN WITNESS WHEREOF, I have hereunto set my hand this 22 day of Oct, 1999.


James R. Myers, Incorporator

ACCEPTANCE OF REGISTERED AGENT

I, James R. Myers, being familiar with the obligations of the position, hereby accept my appointment as registered agent and the obligations thereof for the corporation named above at the office specified in these Articles of Incorporation.


James R. Myers

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