



THE UNITED STATES  
CORPORATION  
COMPANY

P99000095503

ACCOUNT NO. : 072100000032

REFERENCE : 441047 7196594

AUTHORIZATION :

COST LIMIT : \$ 78.75

FILED  
99 OCT 28 PM 12:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Patricia P. [signature]

ORDER DATE : October 28, 1999

ORDER TIME : 1:27 PM

ORDER NO. : 441047-005

CUSTOMER NO: 7196594

300003028363--1

CUSTOMER: Ms. Rana Tiwari  
MS. RANA TIWARI  
MS. RANA TIWARI  
Suite 106-286  
2200 Winter Springs Blvd.  
Oviedo, FL 32765

DOMESTIC FILING

NAME: PRT SOFTWARE, 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: Janna Wilson

EXAMINER'S INITIALS: \_\_\_\_\_

RECEIVED  
99 OCT 28 PM 3:11  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

10-29  
K.C.

**Articles of Incorporation**

**Of**

**PRT Software, Inc.**

FILED  
99 OCT 28 PM 12:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

Name and Duration

The name of the Corporation is PRT Software, Inc. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

ARTICLE II

Principal Office

The location of the principal office of the Corporation is 1225 Oxbow Lane, Winter Springs, Florida 32708. The mailing address of the Corporation is 2200 Winter Springs Boulevard, Suite 106#286, Oviedo, Florida 32765-9344.

ARTICLE III

Registered Office and Agent

The address of the registered office in the State of Florida is 1225 Oxbow Lane, Winter Springs, Florida 32708. The name of the registered agent at such address is Rana Tiwari.

ARTICLE IV

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

ARTICLE V

Capital Stock

1. The total number of shares of capital stock which the Corporation has the authority to issue is 80,000 shares of Common Stock ("Common Stock") \$0.01 par value per share.

ARTICLE VI

Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

Name

Rana Tiwari

Address

Suite 106#286  
2200 Winter Springs Boulevard  
Oviedo, Florida 32765

ARTICLE VII

Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time as provided by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

ARTICLE VIII

Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE IX

### Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

### ARTICLE X

#### Indemnification

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

### ARTICLE XI

#### Transfer of Shares

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

DATED at Oviedo, Seminole County, Florida, this 25 th day of October, 1999.

Lane Trueman  
Incorporator

STATE OF FLORIDA )  
COUNTY OF Seminole ) SS.

October, 1999, by RAWA TIWARI. She is personally known to me or has produced \_\_\_\_\_ as identification and did (did not) take an oath.

Gina Santos  
(Notary Signature)

(NOTARY SEAL)



GINA SANTOS  
(Notary Name Printed)  
NOTARY PUBLIC  
Commission No. CC 669801


REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That PRT Software, Inc. desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation, has named Rana Tiwari, located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said statute relative in keeping open said office, and further states that he is familiar with §607.0501, Florida Statutes.

  
Rana Tiwari

99 OCT 28 PM 12:04  
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