

LAW OFFICES
JOHN ROSS ADAMS
PROFESSIONAL ASSOCIATION
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101 SOUTHEAST SIXTH AVENUE
DELRAY BEACH, FLORIDA 33483

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SHARON L. LUNSFORD
CERTIFIED LEGAL ASSISTANT

PP9000095953
October 26, 1999

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

400003028454--7

-10/28/99-01077-019

****122.00 *****78.75

Re: CSG Technologies, Inc.

Dear Sir or Madam:

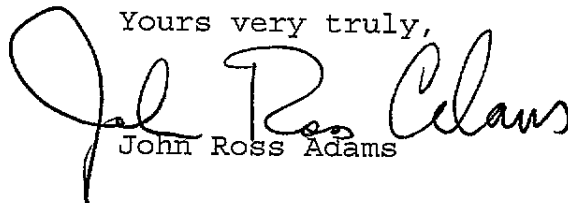
Attached are Articles of Incorporation, in duplicate, for the above. Also enclosed is my firm's check in the amount of \$122.50 representing \$35.00 filing fee; \$35.00 registered agent designation, and \$52.50 certified copy fees.

Please return certified copy to my offices after filing in the enclosed self addressed, stamped envelope.

If you have any questions, please do not hesitate to call.

Thank you for your courtesies.

Yours very truly,


John Ross Adams

Enc.

JRA:jh

cc: Mr. Steven Goldstein
Mr. Charles J. Gwynn

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09 OCT 28 PM 1:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. SMITH NOV. 01 1999

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CSG Technologies, Inc.

ARTICLE I
CORPORATE NAME

The name of this corporation is CSG Technologies, Inc.

ARTICLE II
NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock having a par value of \$10.00 per share.

ARTICLE IV
TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V
PRINCIPAL OFFICE OF CORPORATION

The address of the Principal Office and the mailing address of the corporation and its Resident Agent is:

Steven Goldstein
161 NE 5th Avenue
Suite A
Delray Beach, FL 33483

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI
BOARD OF DIRECTORS

This Corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to

time by By-Laws adopted by the stockholders, but shall never be less than one.

ARTICLE VII INITIAL DIRECTOR

The names of the initial directors of this Corporation and the street address are:

Steven Goldstein
125 Barefoot Cove
Hypoluxo, FL 33462

Charles J. Gwynn
37 Lake Eden Drive
Boynton Beach, FL 33435

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII INITIAL OFFICER

The names of the initial officers of this Corporation and the street address are:

President and Treasurer: Steven Goldstein
125 Barefoot Cove
Hypoluxo, FL 33462

C.E.O. and Secretary: Charles J. Gwynn
37 Lake Eden Drive
Boynton Beach, FL 33435

The persons named as initial officers shall hold office for the first year of existence of this Corporation or until successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE IX INCORPORATOR

The name and street address of the persons signing these Articles of Incorporation as the Incorporators are:

Steven Goldstein
125 Barefoot Cove
Hypoluxo, FL 33462

Charles J. Gwynn
37 Lake Eden Drive
Boynton Beach, FL 33435

ARTICLE X
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI
COMMENCEMENT OF BUSINESS

The date when corporation existence shall begin shall be the 1st day of November, 1999.

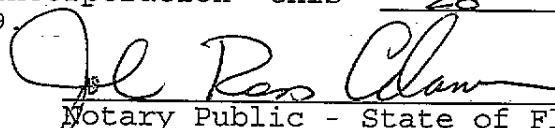
IN WITNESS WHEREOF, the undersigned, as Incorporators, have executed the foregoing Articles of Incorporation on this 26 day of October, 1999.

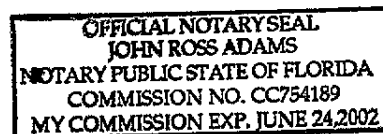
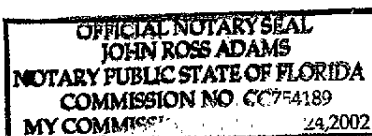

CHARLES J. GWYNN


STEVEN GOLDSTEIN

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, a Notary Public, personally appeared STEVEN GOLDSTEIN and CHARLES J. GWYNN to me known to be the person described as Incorporators and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to these Articles of Incorporation this 26 day of October, 1999.


Notary Public - State of Florida



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the
following is submitted:

That CSG Technologies, Inc., desiring to organize under the
laws of the State of Florida, with its principal office, as
indicated in the Articles of Incorporation, at County of Palm
Beach, State of Florida, has named STEVEN GOLDSTEIN, as its agent
to accept service of process within this State at Florida.

Having been named to accept service of process for the above-
named corporation, at the place designated in this certificate, the
undersigned agrees to act in this capacity, and agrees to comply
with the provisions of Florida law relative to keeping the
designated office open.

SIGNATURE: _____

Steven Goldstein

DATE: _____

October 26, 1999

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA