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October 13, 1999

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Secretary of State
Department of Corporations
Post Office Box: 6327
Tallahassee FL 32314

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*****78.50 *****78.50

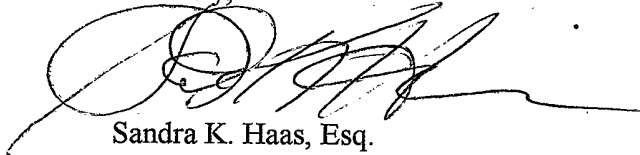
Re: RKM SOFTWARE, INC
Articles of Incorporation

Dear Sir and Madam:

Enclosed you will find the following with regard to the above referenced corporation:

1. The original Articles of Incorporation for filing with the Department of State.
2. Copy of Articles for certification.
3. Client's check in the amount of \$78.50, made payable to the Florida Department of State.

Sincerely,



Sandra K. Haas, Esq.

SKH
enclosures as noted

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STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
RKM SOFTWARE, INC.**

In compliance with the requirements of Chapter 607, Florida Statutes, the undersigned, being natural persons, do hereby act as an incorporators in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation under the Florida Business Corporation Act.

ARTICLE I

The name of the corporation ("corporation") is: **RKM SOFTWARE, INC.**

ARTICLE II

The address of the principal office of the corporation is Route 4, Box 8, Branford, FL 32008.

ARTICLE III

The maximum number of shares this corporation is authorized to issue is six hundred (600) all of which shall be Common shares. Each Common share shall have an initial value of \$2.00. All Common shares shall be identical with each other in every respect and the holders thereof shall be entitled to one (1) vote for each share upon all matters on which shareholders have the right to vote. The Board of Directors may authorize issuance of all of the corporation's shares without certificates. The initial shares shall be issued as follows:

RAY E. MURRAY, 50% of the stock (300 shares)

KAY A. MURRAY, 50% of the stock (300 shares)

ARTICLE IV

The initial street address of the corporation's registered office is Route 4, Box 8, Branford, FL 32008. The initial registered agent for the corporation at that address is RAY E. MURRAY.

ARTICLE V

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

RAY E. MURRAY
P. O. Box 488
Branford, FL 32008

KAY A. MURRAY
P. O. 488
Branford, FL 32008

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ARTICLE VI

The initial Board of Directors shall consist of two (2) members. The name and address of the persons who will serve on the initial Board of Directors and their respective offices are:

<u>NAME</u>	<u>OFFICE</u>	<u>STREET ADDRESS</u>
RAY E. MURRAY	President	Route 4, Box 8, Branford, FL 32008 Mailing address: P. O. Box 488 Branford, Florida 32008
KAY A. MURRAY	Secretary/Treasurer	Route 4, Box 8, Branford, FL 32008 Mailing address: P. O. Box 488 Branford, Florida 32008

The shareholder annual meeting shall be held on the first Monday in February. The fiscal year end shall be December 31.

ARTICLE VII

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory, or nation. The initial business of this corporation shall be Computer Software Developer.

ARTICLE VIII

The existence of the corporation shall begin on November 1, 1999. This corporation is to exist perpetually.

ARTICLE IX

The corporation shall indemnify its directors, officers, employees and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation on this 28th day of October, 1999.

Ray E Murray
RAY E. MURRAY, Incorporator

Kay A Murray
KAY A. MURRAY, Incorporator

**CERTIFICATE OF DESIGNATION OF
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 OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA,

1. The name of the corporation is: RKM SOFTWARE, INC.
2. The name and address of the registered agent and office is:

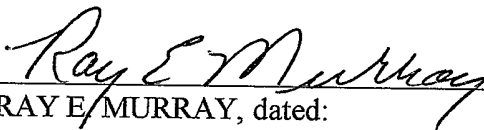
RAY E. MURRAY
(Name)

Route 4, Box 8, Branford, Florida 32008
(Street Address)

P. O. Box 488, Branford, Florida 32008
(Mailing Address)

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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

Having been named as registered agent and designated as the person 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 obligation of my position as registered agent.


RAY E. MURRAY, dated: