

RICHARD O. BREITHART
ATTORNEY AT LAW

636 U.S. Highway One
Suite 107
North Palm Beach, Fl. 33408

P990000098710

(561) 844-3007
Fax 844-1264

November 3, 1999

State of Florida
Corporate Record Bureau
P.O. Box 6327
Tallahassee,
Florida 32314

700003037627-4
-11/08/99-01066-003
****122.50 *****78.75

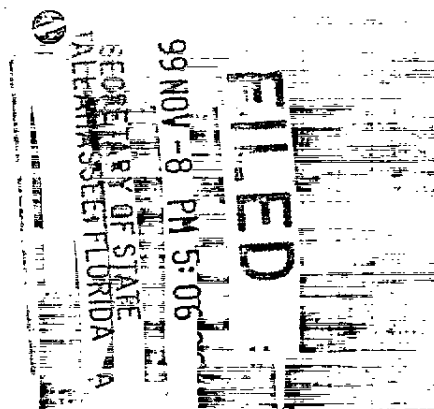
Re: SILVERHEELS SOFTWARE, INC.

Enclosed find the proposed Articles for the above corporation,
for filing, and my check for \$122.50.

Please send me a Certified Copy of the articles.

Thank you for your cooperation.


Richard O. Breithart



STATE OF FLORIDA
ARTICLES OF CORPORATION
of
SILVERHEELS SOFTWARE, INC.

ARTICLE I, NAME

The name of this corporation shall be:
SILVERHEELS SOFTWARE, INC.

ARTICLE II, DURATION

The corporation shall have a perpetual existence.

ARTICLE III, PURPOSE

This corporation is organized under Chapter 607, Florida Statutes, General Corporation Act, as a for profit corporation, and may engage in any activity or business, unless otherwise prohibited by law.

ARTICLE IV, CAPITAL STOCK

This corporation is authorized to issue 100 shares of one dollar (\$1.00) par value common stock.

ARTICLE V, DIRECTORS

The corporation shall have two directors initially but the number of directors may be increased or decreased from time to time as provided by the by-laws. The number shall never be less than one. The name and address of the first directors are:

JOHN DAVID WEST
3370 Hayden Rd., Ste. 123-179
Scottsdale, Arizona 85251
Mailing Address: same

ANNETTE WEST
3370 North Hayden Rd.,
Ste. 123-179
Scottsdale, Arizona 85251

ARTICLE VI, INCORPORATOR

The name and address of the incorporator signing these Articles is:

JOHN DAVID WEST
3370 North Hayden Rd., Ste. 123-179
Scottsdale, Arizona 85251

RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 NOV -8 PM 5:06

FILED

ARTICLE VII, INITIAL REGISTERED AGENT AND
REGISTER OFFICE AND PRINCIPAL PLACE OF BUSINESS


URSULA VOLLMER, Registered Agent

Registered Office
2187 Teach Road
Palm Beach Gardens, Florida 33410
Tele. No. 561-626-2910

FILED
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CLERK OF STATE
TALLAHASSEE, FLORIDA

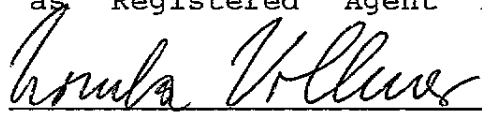
ARTICLE VIII, AMENDMENTS

The corporation reserves the right to amend or repeal any provisions contained in these Articles or any amendment hereto, and any right conferred upon the shareholders is subject thereto.


JOHN DAVID WEST, Incorporator

DUTIES AND RESPONSIBILITIES OF REGISTERED AGENT


I further state that I am familiar with and accept the duties and responsibilities as Registered Agent for this corporation.


URSULA VOLLMER, Registered Agent

STATE OF FLORIDA :
PALM BEACH COUNTY :

Before me this 3rd day of NOVEMBER, 1999, personally appeared JOHN DAVID WEST and URSULA VOLLMER, who are personally known to me, who being duly sworn, depose and say the facts stated herein are true to the best of their knowledge.

NOTARY STAMP


Notary Public

