

MORAN & SHAMS, P.A.
ATTORNEYS AT LAW

P 99000109214

December 16, 1999

FILED

99 DEC -3 PM 4:24

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VIA FEDERAL EXPRESS

Secretary of State
Corporate Division
Attention: Doris Brown
409 E. Gaines Street
Tallahassee, Florida 32399

Re: BankSoft Services, Inc.
Florida - 1999

200003060382--1
-12/03/99--01085--009
*****78.75 *****78.75

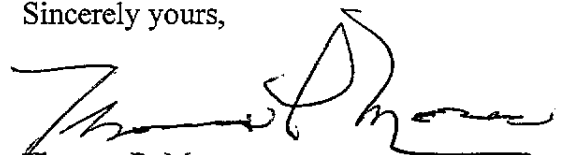
EFFECTIVE DATE
12-1-99

Dear Ms. Brown:

Please find enclosed in duplicate the Articles of Incorporation for the above-referenced corporation previously submitted to you and returned pursuant to the copy of your letter attached hereto. I have also enclosed herewith a copy of a letter received from the Office of the Comptroller, Department of Banking and Finance authorizing the use of the subject name.

If the above is now in order, please file the Articles and forward to us a certified copy thereof. If there is anything which is not in order, **please call us collect.**

Sincerely yours,


Thomas P. Moran

TPM/jmc
Enclosures

789,511,2550
12/99-37934



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

RECEIVED
DEC 10 1999

December 7, 1999

THOMAS P. MORAN, ESQ.
POST OFFICE BOX 472
ORLANDO, FL 32802-0472

MORAN & SHAMS

SUBJECT: BANKSOFT SERVICES, INC.
Ref. Number: W99000027924

We have received your document for BANKSOFT SERVICES, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Written approval and clearance of the terms BANK, BANKER, BANC, BANKING, TRUST COMPANY, BANCSHARES, SAVINGS & LOAN ASSOCIATION, SAVINGS BANK, or CREDIT UNION must be obtained from the Division of Banking and Finance, pursuant to section 655.922(2a), Florida Statutes. The address is:

Division of Banking
Director's Office
101 E. Gaines St.
Fletcher Bldg., 6th Floor.
Tallahassee, FL 32399-0350
(850) 410-9111.

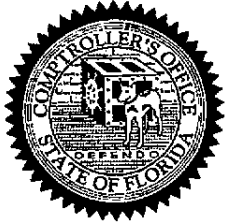
attn: Kathy
for (850) 410-9548

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6972.

Doris Brown
Document Specialist

Letter Number: 899A00057559



ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

OFFICE OF THE COMPTROLLER
DEPARTMENT OF BANKING AND FINANCE
STATE OF FLORIDA
TALLAHASSEE
32399-0350

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 13, 1999

Thomas P. Moran
Moran & Shams, P.A.
Post Office Box 472
Orlando, FL 32802-0472

Dear Mr. Moran:

Re: "BankSoft Services, Inc."

Thank you for your recent letter/fax requesting approval for use of the above-referenced name.

It is the opinion of this Department that the above-referenced corporate name is definitive enough to differentiate the business being conducted from that of a commercial bank or trust company. Therefore, the Department does not object to your use of the above-referenced name being registered to conduct business in the state of Florida.

Sincerely,

Art Simon

Art Simon
Director

:kr

cc: Karon Beyer, Chief
Bureau of Corporate Records
Division of Corporations
Secretary of State's Office

RECEIVED

DEC 16 1999

MORAN & SHAMS

EFFECTIVE DATE
12-1-99

ARTICLES OF INCORPORATION
of
BankSoft Services, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. - NAME

The name of this corporation is BankSoft Services, Inc.

ARTICLE II. - DURATION

This corporation shall have perpetual existence, commencing on the date of execution and acknowledgment of these Articles.

ARTICLE III. - PURPOSE

This corporation is organized for the following purposes:

1. To operate a business engaged in providing and selling software services and support.
2. To transact any and all lawful business.

ARTICLE IV. - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE V. - CAPITAL STOCK

- A. This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock, which shall be designated "common shares."
- B. Except as otherwise provided by law or in the by-laws of the corporation, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI. - PRINCIPAL OFFICE AND REGISTERED AGENT AND OFFICE

The street address of the principal office of this corporation is 1604 Talisia Court, Longwood, Florida 32779 and the name of the initial registered agent and address of this corporation is Thomas P. Moran, Esquire, 111 N. Orange Avenue, Suite 1200, Orlando, Florida 32801, which office shall serve as the registered office of the corporation.

ARTICLE VII. - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one or more than fifteen. The names and addresses of the initial directors of this corporation are:

David Harris
1604 Talisia Court
Longwood, FL 32779

Wesley Scovanner
1855 Bear Creek Cove
Longwood, FL 32779

Jack Schunke
1604 Talisia Court
Longwood, FL 32779

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these articles is:

Wesley D. Scovanner
1855 Bear Creek Cove
Longwood, Florida 32779

ARTICLE IX. - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors subject to the power of the shareholders to repeal, alter, or amend any by-laws adopted by the Board of Directors. The shareholders reserve the power to adopt by laws and to prescribe in any by-laws that such by-laws shall not be altered, amended, or repealed by the Board of Directors.

ARTICLE X. - OFFICERS

The Board of Directors may provide for the election or appointment and prescribe the duties of all officers and agents as the board may deem desirable and proper, and may take such action not inconsistent with the Articles of Incorporation and the by-laws of the corporation and the laws of the State of Florida as such board may deem advisable for the conduct and operation of the business of the corporation.

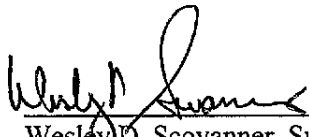
ARTICLE XI. - MEETINGS

Meetings of shareholders and directors, including the time, place, and manner of calling such meetings, shall be fixed by the by-laws of the corporation.

ARTICLE XII. - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

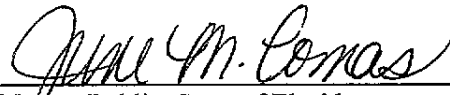
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation
this 1st day of December, 1999.

 (SEAL)
Wesley D. Scovanner, Subscriber

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above,
personally appeared Wesley D. Scovanner, known to me and known by me to be the person who executed the
foregoing Articles of Incorporation, and acknowledged before me that he executed those Articles of
Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, this 1st day of
December, 1999.

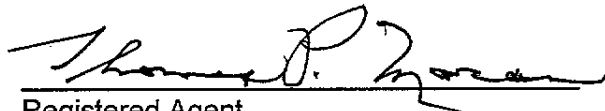

Notary Public, State of Florida
My Commission Expires:



June M. Comas
MY COMMISSION # CC617580 EXPIRES
May 30, 2001
BONDED THRU TROY EAIN INSURANCE, INC.

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN ARTICLE VII OF THESE ARTICLES OF INCORPORATION, 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 OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA