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(Requestor's Name)

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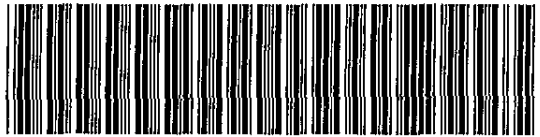
(Business Entity Name)

(Document Number)

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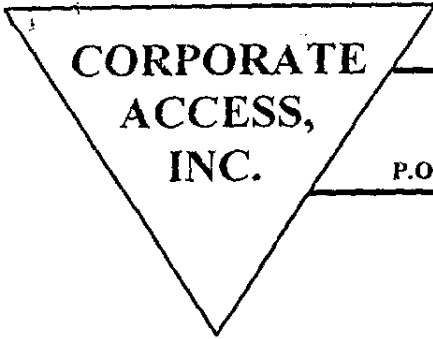


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CERTIFIED COPY \_\_\_\_\_ CUS \_\_\_\_\_

\_\_\_\_\_  
 PHOTO COPY \_\_\_\_\_  FILING Articles

1.) Soft Progression Inc.  
(CORPORATE NAME & DOCUMENT #)

2.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

3.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

4.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

5.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

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SPECIAL INSTRUCTIONS \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**ARTICLES OF INCORPORATION**

**OF**

**SOFTPROGRESSION INC.,**

The undersigned incorporators to these Articles of Incorporation, natural persons competent to contract, hereby subscribe and form a corporation for profit under the Laws of the State of Florida.

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**ARTICLES I - NAME**

The name of the corporation is **SOFTPROGRESSION INC.**

**ARTICLE II - NATURE OF BUSINESS**

The corporation may engage in any activity or business permitted under the laws of the United State and of the state of florida, including, but not limited to: COMPUTER SOFTWARE CONSULTANTS COMPUTER SOFTWARE DEVELOPMENT, ENHANCEMENT AND MANAGEMENT; SALES & SERVICES OF COMPUTER SOFTWARE PRODUCTS AND RELATED SERVICES: TO ACT AS DIRECT SALES DISTRIBUTORS, AGENTS OR MANUFACTURER OF COMPUTER SOFTWARE PRODUCTS; TO ACT AS IMPORTERS AND OR EXPORTERS OF COMPUTER SOFTWARE PRODUCTS.

**ARTICLE III - CAPITAL STOCK**

The maximum amount of shares of stock that this corporation is authorized to have outstanding at any time is ONE THOUSAND (1000) shares of common stock, which shares shall have the par value of \$1.00

**ARTICLE IV - VOTING POWERS**

Except as otherwise provided by law, 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 V - DIRECTORS**

The initial director(s) of this corporation are as follows:

COLLIN LYNCH

This corporation shall have one(1) Director initially. The number of directors may be increased or diminished from time-to-time by the By-Laws, but shall never be less than one (1). Said Directors specifically named above shall hold office for the first year of the corporation's existence, or until a successor(s) is elected and has been duly qualified.

**ARTICLE VI - OFFICERS**

The following individuals shall constitute first officers of this corporation:

COLLIN LYNCH President/Secretary/Treasurer

**ARTICLE VII - INITIAL ADDRESS**

The initial address of the corporation shall be 6622 N.W. 48 Street, Coral Springs, Florida, 33067. Said corporation shall have the right and privilege of establishing, operating, and doing business in such other counties of the State of Florida and in such other state of the United States and foreign countries, as the Board of Directors may from time-to-time order and establish.

**ARTICLE VIII - REGISTERED AGENT**

The name and address of the initial registered agent is:  
COLLIN LYNCH, 6622 N.W. 48 Street, Coral Springs, Florida 33067.

**ARTICLE IX - TERM OF EXISTENCE**

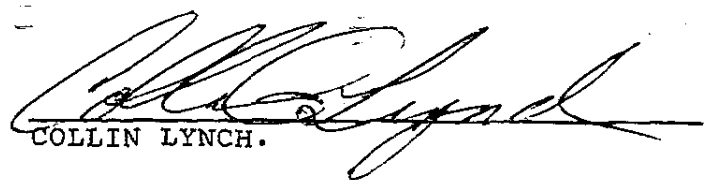
This corporation shall have perpetual existence commencing on the date of filing of these Articles.

**ARTICLE X - INITIAL SUBSCRIBERS**

The name and street address of each subscriber to these Articles of Incorporation, and the number of shares of stock which each agreed to take are as follows:

|                         |      |                  |
|-------------------------|------|------------------|
| COLLIN LYNCH            | 1000 | \$1.00 Par Value |
| 6622 N.W. 48 Street     |      |                  |
| Coral Springs, FL 33067 |      |                  |

IN WITNESS WHEREOF, We have hereunto set our hands and seal, acknowledged and filed the foregoing Articles of Incorporation under the Laws of the State of Florida this 6 day of November, 2002.

  
COLLIN LYNCH.

STATE OF FLORIDA )  
COUNTY OF BROWARD )

BEFORE ME, the undersigned authority, personally appeared COLLIN LYNCH to me well known to be the individual(s) described in and who executed the foregoing Articles of Incorporation, and they acknowledged before me individually that they executed the same for the purposes therein expressed.

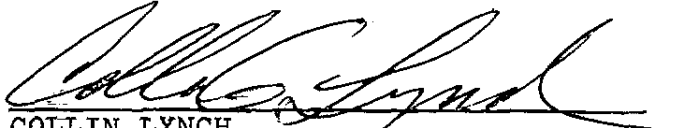
WITNESS my hand and official seal in the State and County aforesaid this 6 day of November 2002.

My Commission Expires: Marilyn K. Lee  
Notary Public.  
State of Florida at Large.

MARILYN K. LEE  
Notary Public - State of Kansas  
My Appt. Expires 8-12-2004

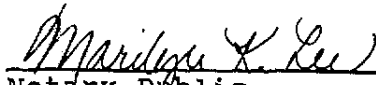
**ACKNOWLEDGEMENT OF REGISTERED AGENT**

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the duty and responsibility to act in this capacity.

  
COLLIN LYNCH.

SWORN TO AND SUBSCRIBED before me this 6 day  
of November, 2002.

My Commission Expires:

  
Notary Public  
State of Florida.



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