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**FLORIDA PROFIT CORPORATION OR P.A.**

**merchandizer software inc.**

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ARTICLES OF INCORPORATION  
OF  
MERCHANDIZER SOFTWARE INC.

The undersigned subscriber to these Articles of Incorporation, a national person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I  
NAME

The name of the corporation is MERCHANDIZER SOFTWARE , INC.

ARTICLE II  
DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The date when the corporate existence of this corporation shall begin shall be upon the date of filing of these Articles with the Secretary of State.

ARTICLE III  
NATURE OF BUSINESS

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV  
CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to issue and have outstanding is one hundred million (100,000,000) shares of common stock with a par value of \$.0001 per share. Holders of common stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of common stock shall have preemptive rights to subscribe to the corporation's securities.

ARTICLE V  
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation in the State of Florida is 3155 NW 82 Ave. , Miami, Florida 33122, and the name of the initial registered agent of this corporation at that address is: Douglas Stratton.

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ARTICLE IV  
PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation is 3155 NW 82 Avenue, Suite 201 Miami, Florida 33122.

ARTICLE VII  
INITIAL BOARD OF DIRECTORS

The corporation shall have one (3) director initially. The number of directors may be increased or decreased from time to time by amendment to, or in the manner provided in, the by-laws of the corporation.

The name and street address of the initial director is as follows:

Richard Keelor	3155 NW 82 Avenue, Suite 201 Miami, Florida 3312
Borys Rafalowicz	3155 NW 82 Avenue, Suite 201 Miami, Florida 3312
Nick Nishiwaki	3155 NW 82 Avenue, Suite 201 Miami, Florida 3312
Krister Martinez	3155 NW 82 Avenue, Suite 201 Miami, Florida 3312

ARTICLE VIII  
INCORPORATOR

The name and address of the incorporator subscribing to these Articles of Incorporation is: Borys Rafalowicz, 3155 NW 82 Ave., Suite 201, Miami 33122 .

ARTICLE IX  
BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the board of directors and the shareholders.

ARTICLE X  
INDEMNIFICATION


The corporation shall indemnify, to the full extent permitted by law, any officer, director, employee or agent of the corporation, or any former officer, director, employee or agent of the corporation, or any person who, at the request of the corporation, is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

ARTICLE XI  
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 2<sup>nd</sup> day of June, 2005.

Incorporator

  
Borys Rafalowicz

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TALLAHASSEE, FLORIDA

CERTIFICATE OF REGISTERED AGENT OF  
MERCHANDIZER SOFTWARE INC.

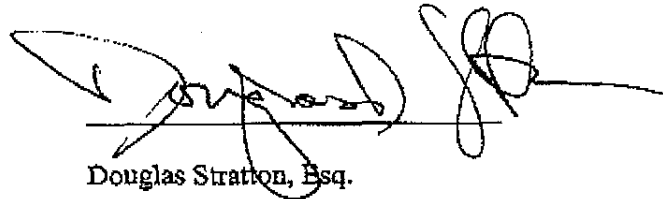
Pursuant to Sections 48.091 and 607.0501 of the Florida Statutes, the following is submitted in compliance therewith:

That MERCHANDIZER SOFTWARE INC. desiring to organize under the laws of the State of Florida with its principal office in Miami, Florida, has named agent Douglas Stratton Esq., 407 Lincoln Road, Suite 2A, Miami Beach, Fl 33139, County of Miami-Dade, agent to accept service of process within the State.

ACKNOWLEDGMENT

I, Douglas Stratton, being named as registered agent and to accept service of process for the above stated corporation his 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 obligations of my position as registered agent.

Dated this 24 day of June, 2005.

  
\_\_\_\_\_  
Douglas Stratton, Esq.

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