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Florida Department of State
Division of Corporations
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DIVISION OF CORPORATION

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FOREIGN PROFIT QUALIFICATION

Carreker Corporation

Certificate of Status	0
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SECTION OF STATE
FILING OFFICE, TALLAHASSEE, FLORIDA

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1303, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. CARRAKER CORPORATION
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")
2. Delaware 3. 75-1622836
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 1/22/79 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. _____
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)
7. 4055 Valley View Ln Ste 1000 Dallas, TX 75244
(Principal office address)
4055 Valley View Ln Ste 1000 Dallas TX 75244
(Current mailing address)
8. Software Sales
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)
Name: CT Corporation System
Office Address: 1200 South Pine Island Rd.
Plantation, Florida 33324
(City) (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Mimi E. O.

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.
12. Names and business addresses of officers and/or directors:

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A. DIRECTORS

Chairman: John D. Carraker Jr
Address: 4055 Valley View Ln Ste 1000
Dallas, TX 75244

Vice Chairman: James D. Carraker
Address: 4055 Valley View Ln Ste 1000
Dallas, TX 75244

Director: Donald L. House
Address: 4055 Valley View Ln Ste 1000
Dallas, TX 75244

Director: David K. Sias
Address: 4055 Valley View Ln Ste 1000
Dallas, TX 75244

B. OFFICERS

President: John D. Carraker, Jr
Address: 4055 Valley View Ln Ste 1000
Dallas, TX 75244

Vice President: Rick Edmundson
Address: 4055 Valley View Ln Ste 1000
Dallas, TX 75244

Secretary: John Davis
Address: 4055 Valley View Ln Ste 1000, Dallas, TX 75244

Treasurer: Gary Sambers
Address: 4055 Valley View Ln Ste 1000, Dallas TX 75244

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. [Signature] 10/3/05
(Signature of Director or Officer listed in number 12 of the application)

14. Vice President
(Typed or printed name and capacity of person signing application)

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TREASURER OF FLORIDA

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Delaware

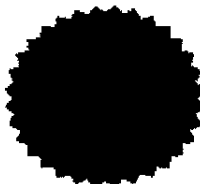
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CARREKER CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTH DAY OF OCTOBER, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2857128 8300

AUTHENTICATION: 4203928

050813238

DATE: 10-04-05