

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

P00000070620

Offshore Banking Software
Services, Inc.

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*****78.75 *****78.75

<input checked="" type="checkbox"/>	Art of Inc. File <u>Cert</u>	STATE OF FLORIDA TALLAHASSEE, FLORIDA	00 JUL 25 PM 12:21	FILED
<input type="checkbox"/>	LTD Partnership File			
<input type="checkbox"/>	Foreign Corp. File			
<input type="checkbox"/>	L.C. File			
<input type="checkbox"/>	Fictitious Name File			
<input type="checkbox"/>	Trade/Service Mark			
<input type="checkbox"/>	Merger File			
<input type="checkbox"/>	Art. of Amend. File			
<input type="checkbox"/>	RA Resignation			
<input type="checkbox"/>	Dissolution / Withdrawal			
<input type="checkbox"/>	Annual Report / Reinstatement			
<input checked="" type="checkbox"/>	Cert. Copy	STATE OF FLORIDA TALLAHASSEE, FLORIDA	00 JUL 25 AM 10:03	RECEIVED
<input type="checkbox"/>	Photo Copy			
<input type="checkbox"/>	Certificate of Good Standing			
<input type="checkbox"/>	Certificate of Status			
<input type="checkbox"/>	Certificate of Fictitious Name			
<input type="checkbox"/>	Corp Record Search			
<input type="checkbox"/>	Officer Search			
<input type="checkbox"/>	Fictitious Search			
<input type="checkbox"/>	Fictitious Owner Search			
<input type="checkbox"/>	Vehicle Search			
<input type="checkbox"/>	Driving Record			
<input type="checkbox"/>	UCC 1 or 3 File			
<input type="checkbox"/>	UCC 11 Search			
<input type="checkbox"/>	UCC 11 Retrieval			
<input type="checkbox"/>	Courier			

Signature _____

Requested by: SK

Name

Date

Time

Walk-In

Will Pick Up



ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

OFFICE OF THE COMPTROLLER

DEPARTMENT OF BANKING AND FINANCE

STATE OF FLORIDA

TALLAHASSEE

32399-0350

July 19, 2000

Thomas P. Moran
Moran & Shams, P.A.
111 N. Orange Avenue
Suite 1200
Orlando, Florida 32801

Dear Mr. Moran:

Re: "Offshore Banking Software 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 as to conduct business in the state of Florida.

Sincerely,

Alex Hager
Director

:kr

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

ARTICLES OF INCORPORATION
of
Offshore Banking Software Services, Inc.

FILED
00 JUL 25 PM 12:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. - NAME

The name of this corporation is Offshore Banking Software 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 to banks in the Caribbean and South America.
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 two (2) 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

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.

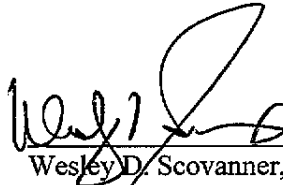
ARTICLE XI. - MEETINGS

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.

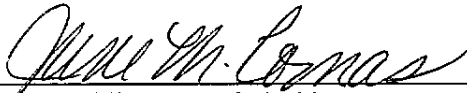
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 24th day of July, 2000.

 (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 24th day of July, 2000.


Notary Public, State of Florida
My Commission Expires:



June M. Comas
MY COMMISSION # CC817680 EXPIRES
May 30, 2001
BONDED THRU TROY RAIN 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.

A handwritten signature in black ink, appearing to read "Thomas P. Brown", written over a horizontal line.

Registered Agent