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To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : PREMIER MANAGEMENT HOLDINGS, INC.
Account Number : I20010000196
Phone : (561)347-9773
Fax Number : (561)347-9810

FLORIDA PROFIT CORPORATION OR P.A.

KA-CHING, INC.

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF
KA-CHING, INC.**

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The undersigned incorporator hereby forms a corporation under the Florida Business Corporation Act, and Chapter 607, Florida Statutes, and hereby adopts the following Articles of Incorporation:

**Article I
Name of Corporation**

The name of this corporation shall be KA-CHING, INC.

**Article II
General Purpose**

This corporation is organized for the purpose of conducting any and all lawful business which may be conducted in the State of Florida

**Article III
Principal Office**

The street address of the initial principal office of this corporation is 1877 South Federal Highway, Suite 308, Boca Raton, Florida 33432

**Article IV
Capital Stock**

The maximum number of shares of stock that this corporation is authorized to issue is 1,000 shares of common stock having a par value of one cent (\$0.01) per share.

**Article V
Registered Office**

The street address of the initial registered office of this corporation is 1877 South Federal Highway, Suite 308, Boca Raton, Florida 33432

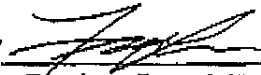
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Article VI
Initial Registered Agent

The undersigned, an individual resident of the State of Florida, whose business office is identical to the initial registered office of this corporation, is hereby appointed as the registered agent of this corporation. The undersigned, simultaneously with his designation as registered agent, hereby accepts the appointment as Registered Agent for this corporation on whom process may be served. The undersigned hereby states that he is familiar with, and accepts, the obligations of the position of Registered Agent for this corporation.

s/  (Seal)
Frank A. Luceri, Esq.
Registered Agent


Article VII
Incorporator

The name and street address of the incorporator of this corporation is Frank A. Luceri, Esq., 1877 South Federal Highway, Suite 308, Boca Raton, Florida 33432

Article VIII
Bylaws

The power to adopt, alter, amend, or repeal bylaws shall be vested in, and is hereby reserved to, the shareholders. Bylaws shall be adopted, altered, amended, or repealed as provided in the bylaws.

IN WITNESS WHEREOF, the undersigned incorporators executed these Articles of Incorporation this 27th day of September, 2002.

s/ 
Frank A. Luceri, Esq.
Incorporator

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