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FLORIDA PROFIT CORPORATION OR P.A.

Cainsoft, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$78.75

1/9/2003  
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**ARTICLES OF INCORPORATION**  
In compliance with Chapter 607, F.S.

**ARTICLE I NAME**  
The name of the corporation shall be: **Cainsoft, Inc.**

**ARTICLE II PRINCIPAL OFFICE**  
The principal place of business and mailing address of this corporation shall be:  
2817 NE 32nd Street, #215, Ft. Lauderdale, Florida 33306.

**ARTICLE III PURPOSE**  
The purpose for which the corporation is organized is: software development and consulting to the financial services industry.

**ARTICLE IV SHARES**  
The number of shares of stock that this corporation is authorized to have outstanding at any one time is 2,000. The par value of each share of stock is \$0.01.

**ARTICLE V OFFICERS/DIRECTORS**  
The initial director of the corporation is:  
Robert Cain, 2817 NE 32nd Street, #215, Ft. Lauderdale, Florida 33306

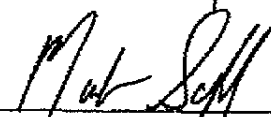
**ARTICLE VI REGISTERED AGENT**  
The name and Florida street address of the registered agent is: Business Filings Incorporated, 1000 West Avenue, Suite 1114, Miami Beach, Florida 33139. Located in the County of Miami-Dade.

**ARTICLE VII INCORPORATOR**  
The name and street address of the incorporator to these Articles of Incorporation is Business Filings Incorporated, Mark Schiff AVP, 8025 Excelsior Dr., Suite 200, Madison, WI 53717.

\*\*\*\*\*

I hereby accept the appointment as registered agent and agree to act in this capacity.

Signature:  Date: 1/8/2003  
Business Filings Incorporated

Signature:  Date: 1/8/2003  
Business Filings Incorporated, Incorporator  
Mark Schiff, AVP

The document was prepared by: Business Filings Incorporated, Mark Schiff, 8025 Excelsior Dr., Suite 200, Madison, WI 53717. 608-827-5300.

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