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P93000023245

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PILGRIM SOFTWARE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**FIRST ARTICLES OF AMENDMENT TO
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF**

PILGRIM SOFTWARE, INC.

DOCUMENT NUMBER P93000023245

Pursuant to the provisions of Section 607.1006, Florida Statutes, Pilgrim Software, Inc., a Florida profit corporation (the "Corporation"), adopts the following amendments to its Amended and Restated Articles of Incorporation:

Amendments Adopted

FIRST: Article Three (Capital Stock), Section C.1.a. (Dividends), Subsections (i) and (ii) are amended in their entirety as follows:

(i) a rate of eight percent (8%) per annum on the sum of \$0.3727 per share (as adjusted below) plus previously accrued and unpaid Series A Dividends, increasing to a rate of fourteen percent (14%) per annum during any time period in which the Company fails to pay dividends pursuant to subsection 4.c. below, fails to pay the Liquidation Price pursuant to subsection 2 below, or fails to pay the Redemption Price pursuant to subsection 5 below (but only with respect to the Redeemed Shares that are not redeemed as scheduled), or (ii) a rate of twenty four and one half percent (24.5%) simple interest per annum (or, if less, the maximum allowable rate chargeable under applicable law, whichever is less) on the sum of \$0.3727.

SECOND: Article Three (Capital Stock), Section C.4.a. (Right to Convert) is amended in its entirety as follows:

4. **Conversion.** The holders of the Series A Preferred have conversion rights as follows:

a. **Right to Convert.** Each share of Series A Preferred shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share at the office of the Corporation or any transfer agent for the Series A Preferred into such number of shares of Common Stock as is determined by dividing \$0.3727 by the applicable Conversion Price in effect at the time of conversion. The "Conversion Price" shall initially be \$0.3396, and shall be subject to adjustment as provided in subsections 4.e. Based on the initial Conversion Price, all of the 5,797,978 outstanding shares of Series A Preferred are initially convertible into 6,363,093 shares of Common Stock.

THIRD: Article Three (Capital Stock), Section C.4.f. (Conversion Price Adjustment) is deleted in its entirety.

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Adoption of Amendments

These First Articles of Amendment to Amended and Restated Articles of Incorporation were approved by the Board of Directors and Shareholders of the Corporation pursuant to Sections 607.0704 and 607.0821 of the Florida Business Corporation Act. The number of votes cast for the amendment by the shareholders was sufficient for approval.

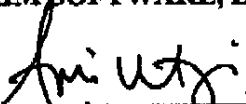
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IN WITNESS WHEREOF, the Corporation has caused these First Articles of Amendment to Amended and Restated Articles of Incorporation to be executed as of August 31, 2007.

PILGRIM SOFTWARE, INC.


Name: AMI UCHI
Title: CEO/PRESIDENT