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TRANSMITTAL LETTER

2/3/97

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

FILED
97 MAR -5 AM 9:58
TALLAHASSEE, FLORIDA

900002104939-1
-03/05/97-01064--012
*****70.00 *****70.00

SUBJECT: Cashflo Software, Inc.

I enclose an original of the Articles of Incorporation for the above corporation and a check in the amount of \$70.00.

SIGNED:

Daniel J. Klawan

From:

Daniel J. Klavans
Name

3390 S. Ocean Boulevard, Suite 506
Address

Palm Beach Florida 33480
City State Zip

(561) 586-6834
Telephone Number

F. O. M. 1997 MAR 12 1997

ARTICLES OF INCORPORATION

OF

Cashflo Software, Inc.

FILED
97 MAR -5 AM 9:58
S. B. L. K. U. S. S. A. L.
TALLAHASSEE, FLORIDA

ARTICLE I NAME

The name of the corporation shall be: **Cashflo Software, Inc.**

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

3390 South Ocean Boulevard

Suite 506

Palm Beach, Florida 33480

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1000.

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Daniel J. Klavans

3390 South Ocean Boulevard

Suite 506

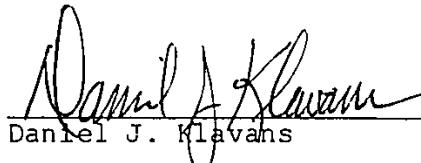
Palm Beach, Florida 33480

ARTICLE V INCORPORATOR

The name and street address of the incorporator to these
Articles of Incorporation is:

Daniel J. Klavans
3390 S. Ocean Boulevard
Suite 506
Palm Beach, Florida 33480

The undersigned has executed these Articles of Incorporation
this 3rd day of March 1997.



Daniel J. Klavans, Incorporator

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:

Cashflo Software, Inc.

2. The name and address of the registered agent and office is:

Daniel J. Klavans

3390 S. Ocean Boulevard, Suite 506

Palm Beach, Florida 33480

Signature: Daniel J. Klavans

Title: President

Date: March 3, 1997

97 MAR -5 AM 9:58
SHERIFF'S OFFICE
TALLAHASSEE, FLORIDA
FILED

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

Signature: Daniel J. Klavans

Date: March 3, 1997