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Chang Seeks  
17932 Galveston Ave.  
Jax #2 32211

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NEW FILINGS	
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<input type="checkbox"/>	NonProfit
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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Articles of Incorporation

of

CAI Software Consulting, Inc.

**ARTICLE I**

NAME

The name of the Corporation is **CAI Software Consulting, Inc.** The principal office address and the mailing address of said Corporation is 7932 Galveston Avenue Jacksonville, Florida 32211.

**ARTICLE II**

DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

**ARTICLE III**

PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may hereafter be amended.

## **ARTICLE IV**

### **CAPITAL STOCK**

This corporation is authorized to issue 7500 shares of no par value stock which shall be designated as "Common Stock".

## **ARTICLE V**

### **PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

## **ARTICLE VI**

### **INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 7932 Galveston Avenue Jacksonville, Florida 32211 and the name of the initial registered agent of this corporation at that address is Craig Ickes.

## **ARTICLE VII**

### **INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) Director constituting the initial Board of Directors. The board of directors shall be appointed by the corporation's shareholders. The number of directors may be either increased or decreased from time to time by the bylaws;

however, there shall never be less than one Director. The name and address of the initial Board of Directors of the corporation is:

Craig Ickes  
7932 Galveston Avenue  
Jacksonville, Florida 32211

#### **ARTICLE VIII**

##### **INCORPORATORS**

The name and address of the Incorporator signing these articles is:

Craig Ickes  
7932 Galveston Avenue  
Jacksonville, Florida 32211

#### **ARTICLE IX**

##### **INDEMNIFICATION**

The Corporation shall, to the fullest extent permitted by the Florida Stock Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under the said provisions from and against any and all the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of stockholders, or disinterested directors, or otherwise, both as to action in his or her official capacity and as to action while holding such office, and shall continue as to a person who has ceased to be a director,

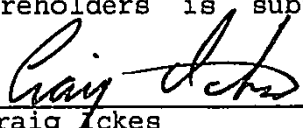
officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

## ARTICLE X

### AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

STATE OF FLORIDA  
COUNTY OF DUVAL

  
\_\_\_\_\_  
Craig Ickes  
Incorporator

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above personally appeared Craig Ickes, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 7 day of July, 1997.

  
\_\_\_\_\_  
NOTARY PUBLIC IN AND FOR THE  
STATE OF FLORIDA



MADELON W. SPROUSE  
My Comm Exp. 1/31/2001  
Bonded By Service Inc  
No. CCG14849  
!! Personally Known !! Or I.D.

**CERTIFICATE DESIGNATING REGISTERED AGENT AND  
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF  
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF  
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.034, Florida Statutes,  
the following is submitted:

FIRST, that CAI Software Consulting, Inc. desiring to organize or  
qualify under the laws of the State of Florida, with its principle  
place of business at 7932 Galveston Avenue Jacksonville, Florida  
32211 has named Craig Ickes as its agent to accept service or process  
within Florida. Dated this 7 day of July, 1997.

  
\_\_\_\_\_  
Craig Ickes  
Director

SECOND, that having been named to accept service of process  
for the above named corporation, at the place designated in this  
certificate, I hereby agree to act in this capacity, and I further  
agree to comply with the provisions of all statutes relative to the  
proper performance of my duties.

  
\_\_\_\_\_  
Craig Ickes  
Registered Agent

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