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TRANSMITTAL LETTER

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

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-02/16/98--0118--012
***122.50 ***122.50

SUBJECT: JSoft Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for: \$122.50 (filing fee & certified copy).

FROM:

Clinton M. Tarkoe
Clinton M. Tarkoe

1040 Bayview Drive, Suite 424
Fort Lauderdale, FL 33304
(954) 564.7525

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK FEB 17 1998

ARTICLES OF INCORPORATION
OF
JSoft Inc.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be JSoft Inc.

ARTICLE II

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any on time is 10,000 shares. All such shares shall be of a single class, designated as common.

ARTICLE IV

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

At each election for directors, the shareholders shall be entitled to cast votes using the cumulative method of voting for directors.

ARTICLE V

No shareholder shall have the preferential or preemptive right to subscribe for or to purchase any shares of any class, any rights,

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warrants, or options with respect thereto, or any obligation convertible into or exchangeable for any such shares or other securities whether out of unissued shares or other securities or out of shares or other securities acquired by the corporation after the issue thereof, regardless of the consideration therefor.

ARTICLE VI

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VII

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE VIII

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of one director whose name and address are as follows:

Vladimir V. Vashchenko Koptyuga prosp., 4
Novosibirsk 630090 Russia

ARTICLE IX

The initial registered agent of the corporation is Clinton M. Tarkoe. The street address of the corporation's initial

registered office is 1040 Bayview Drive, Ste 424, Fort Lauderdale, Florida 33304.

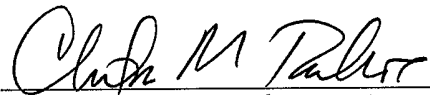
ARTICLE X

The principal place of business and mailing address of this corporation shall be: 1040 Bayview Drive, Suite 424, Fort Lauderdale, Florida 33304.

ARTICLE XI

The name and address of the incorporator to these Article of Incorporation is Clinton M. Tarkoe, 1040 Bayview Drive, Suite 424, Fort Lauderdale, Florida 33304.

The undersigned incorporator has executed these Articles of Incorporation this 11th day of February, 1998.

A handwritten signature in cursive script, appearing to read "Clinton M. Tarkoe", is written over a horizontal line.

Clinton M. Tarkoe, Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under 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: JSoft Inc.
2. The name and address of the registered agent and office is:

Clinton M. Tarkoe 1040 Bayview Drive, Suite 424
Fort Lauderdale, FL 33304

Date: February 11, 1998

Signature: Clinton M Tarkoe

Title: Incorporator

CONSENT TO SERVE AS REGISTERED AGENT
FOR
JSoft Inc.

Having been named in the state of Florida as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Date: February 11, 1998

Clinton M Tarkoe
Signature of Registered Agent

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