

# SECRETARY OF STATE



## CORPORATE CHARTER

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that **PACIFIC MINING, INC.**, did on October 12, 2005, file in this office the original Articles of Incorporation; that said Articles of Incorporation are now on file and of record in the office of the Secretary of State of the State of Nevada, and further, that said Articles contain all the provisions required by the law of said State of Nevada.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on October 18, 2005.



DEAN HELLER  
Secretary of State

By

Certification Clerk

DEAN HELLER  
Secretary of State

RENEE L. PARKER  
Chief Deputy  
Secretary of State

PAMELA RUCKEL  
Deputy Secretary  
for Southern Nevada

STATE OF NEVADA



OFFICE OF THE  
SECRETARY OF STATE

CHARLES E. MOORE  
Securities Administrator

SCOTT W. ANDERSON  
Deputy Secretary  
for Commercial Recordings

ELLYCK HSU  
Deputy Secretary  
for Elections

**Certified Copy**

October 18, 2005

**Job Number:** C20051013-0427  
**Reference Number:**  
**Expedite:**  
**Through Date:**

The undersigned filing officer hereby certifies that the attached copies are true and exact copies of all requested statements and related subsequent documentation filed with the Secretary of State's Office, Commercial Recordings Division listed on the attached report.

<b>Document Number(s)</b>	<b>Description</b>
20050477819-03	Articles of Incorporation

**Number of Pages**  
7 Pages/1 Copies

Respectfully,

A handwritten signature in cursive script that reads "Dean Heller".

DEAN HELLER  
Secretary of State

By A handwritten signature in cursive script that reads "Patricia C. Blosser".  
Certification Clerk



**Commercial Recording Division**  
202 N. Carson Street  
Carson City, Nevada 89701-4069  
Telephone (775) 684-5708  
Fax (775) 684-7138



DEAN HELLER  
Secretary of State  
206 North Carson Street  
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Entity #  
**E0704522005-2**  
Document Number:  
**20050477819-03**

Date Filed:  
10/12/2005 7:43:31 AM  
In the office of

*Dean Heller*

Dean Heller  
Secretary of State

## Articles of Incorporation

(PURSUANT TO NRS 78)

Important. Read attached instructions before completing form.

ABOVE SPACE IS FOR OFFICE USE ONLY

1. <b>Name of Corporation:</b>	PACIFIC MINING, INC.		
2. <b>Resident Agent Name and Street Address:</b> <small>(must be a Nevada address where process may be served)</small>	CORPORATE ADVISORY SERVICE, INC. Name 251 JEANELL DR. SUITE 3 Street Address CARSON CITY NEVADA 89703 City State Zip Code Optional Mailing Address City State Zip Code		
3. <b>Shares:</b> <small>(number of shares corporation authorized to issue)</small>	Number of shares with par value: 50,000,000 Par value: \$ .001 Number of shares without par value: 0		
4. <b>Names &amp; Addresses of Board of Directors/Trustees:</b> <small>(attach additional page there is more than 3 directors/trustees)</small>	1. DEANNA K. KELLY Name 251 JEANELL DR. SUITE 3 Street Address CARSON CITY NV 89703 City State Zip Code 2. Name Street Address City State Zip Code 3. Name Street Address City State Zip Code		
5. <b>Purpose:</b> <small>(optional-see instructions)</small>	The purpose of this Corporation shall be: ANY LAWFUL ACTIVITY		
6. <b>Names, Address and Signature of Incorporator:</b> <small>(attach additional page there is more than 1 incorporator)</small>	DEANNA K. KELLY Name 251 JEANELL DR. SUITE 3 Address CARSON CITY NV 89703 City State Zip Code <i>Deanna Kelly</i> Signature		
7. <b>Certificate of Acceptance of Appointment of Resident Agent:</b>	I hereby accept appointment as Resident Agent for the above named corporation. <i>Deanna Kelly</i> Authorized Signature of R. A. or On Behalf of R. A. Company 10/12/05 Date		

This form must be accompanied by appropriate fees. See attached fee schedule.

**Articles of Incorporation**  
**of**

**PACIFIC MINING, INC.**

**FIRST.** The name of the corporation is:

**PACIFIC MINING, INC.**

**SECOND.** Its principal office in the State of Nevada is located at 251 Jeanell Dr. Suite 3, Carson City, NV 89703, although this Corporation may maintain an office, or offices, in such other place within or without the state of Nevada as may from time to time be designated by the Board of Directors, or by the by-laws of said Corporation, and that this Corporation may conduct all Corporation business of every kind and nature, including the holding of all meetings of Directors and Stockholders, outside the State of Nevada as well as within the State of Nevada.

**THIRD.** The objects for which this Corporation is formed are: To engage in any lawful activity, including, but not limited to the following:

(A) Shall have such rights, privileges and powers as may be conferred upon corporations by any existing law.

(B) May at any time exercise such rights, privileges and powers, when not inconsistent with the purposes and objects for which this corporation is organized

(C) Shall have power to have succession by its corporate name for the period limited in its certificate or articles of incorporation, and when no period is limited, perpetually, or until dissolved and its affairs wound up according to law.

(D) Shall have power to sue and be sued in any court of law or equity.

(E) Shall have power to make contracts.

(F) Shall have power to hold, purchase and convey real and personal estate and to mortgage or lease any such real and personal estate with its franchises. The power to hold real and personal estate shall include the power to take the same devise or bequest in the State of Nevada, or any other state, territory or country.

(G) Shall have power to appoint such officers and agents as the affairs of the corporation shall require, and to allow them suitable compensation.

(H) Shall have power to make by-laws not inconsistent with the constitution of the United States, or of the State of Nevada, for the management, regulation and government of its affairs and property, the transfer of its stock, the transaction of its business, and the calling and holding of meetings of its stockholders.

(I) Shall have power to wind up and dissolve itself, or be wound up or dissolved.

(J) Shall have power to adopt and use a common seal or on any corporate document. The corporation may use a seal or stamp, if it desires, but such non-use shall not in any way affect the legality of the document.

(K) Shall have power to borrow money and contract debts when necessary for the transaction of its business, or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures, and other obligations and evidences of indebtedness, payable upon the happening of a specified event or events, whether secured by mortgage, pledge, or otherwise, or unsecured, for money borrowed, or in payment for property purchased, or acquired, or for any other lawful object.

(L) Shall have power to guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock, or any bonds, securities or evidences of the indebtedness created by, any other corporation or corporations of the State of Nevada, or any other state or government, and while owners of such stock, bonds, securities or evidences of indebtedness, to exercise all the rights, powers and privileges of ownership, including the right to vote, if any.

(M) Shall have power to purchase, hold, sell and transfer shares of its own capital stock, and use therefor its capital, capital surplus, surplus, or other property or fund.

(N) Shall have power to conduct business, have one or more offices, and hold, purchase, mortgage and convey real and personal property in the State of Nevada, and in any of the states, territories, possessions and dependencies of the United States, the District of Columbia, and any foreign countries.

(O) Shall have power to do all and everything necessary and proper for the accomplishment of the objects enumerated in its certificate or articles of incorporation, or any amendment thereof, or necessary or incidental to the protection and benefit of the corporation, and, in general, to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, or any amendment thereof.

(P) Shall have the power to make donations for the public welfare or for charitable, scientific or educational purposes.

(Q) Shall have the power to enter into partnerships, general or limited, or joint ventures, in connection with any lawful activities.

**FOURTH.** That the voting common stock authorized that may be issued by the corporation is FIFTY MILLION (50,000,000) shares of stock with a nominal or par value of .001 and no other class of stock shall be authorized. Said shares with a nominal or par value may be issued by the corporation from time to time for such considerations as may be fixed from time to time by the Board of Directors.

**FIFTH.** The governing body of the corporation shall be known as directors, and the number of directors may from time to time be increased or decreased in such manner as shall be provided by the By-Laws of this Corporation, providing that the number of directors shall be reduced to no less than one (1). The name and post office address of the first board of Directors shall be one (1) in number and listed as follows:

NAME  
Deanna K. Kelly

POST OFFICE ADDRESS  
251 Jeanell Dr. Suite 3  
Carson City, NV 89703

**SIXTH.** The capital stock, after the amount of the subscription price, or par value, has been paid in, shall not be subject to assessment to pay the debts of the corporation.

**SEVENTH.** The name and post office address of the incorporator(s) signing the Articles of Incorporation is as follows:

NAME	ADDRESS
Deanna K. Kelly	251 Jeanell Dr. Suite 3 Carson City, Nevada 89703

**EIGHTH.** The resident agent for this corporation shall be:  
CORPORATE ADVISORY SERVICE, INC.

The address of said agent, and, the principal or statutory address of this corporation in the State of Nevada is.

251 Jeanell Dr. Suite 3,  
Carson City, Nevada 89703

**NINTH.** The corporation is to have perpetual existence.

**TENTH.** In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

Subject to the By-Laws, if any, adopted by the stockholders, to make, alter or amend the By-Laws of the Corporation.

To fix the amount to be reserved as working capital over and above its capital stock paid in; to authorize and cause to be executed, mortgages and liens upon the real and personal property of this corporation.

By resolution passed by a majority of the whole Board, to consist of one (1) or more committees, each committee to consist of one or more directors of the corporation, which, to the extent provided in the resolution, or in the By-Laws of the Corporation, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the Corporation. Such committee, or committees, shall have such name, or names, as may be stated in the By-Laws of the Corporation, or as may be determined from time to time by resolution adopted by the Board of Directors.



When and as authorized by the affirmative vote of the Stockholders holding stock entitling them to exercise at least a majority of the voting power given at a Stockholders meeting called for the purpose, or when authorized by written consent of the holders of at least a majority of the voting stock issued and outstanding, the Board of Directors shall have power and authority at any meeting to sell, lease or exchange all of the property and assets of the Corporation, including its good will and its corporate franchises, upon such terms and conditions as its Board of Directors deems expedient and for the best interests of the Corporation.

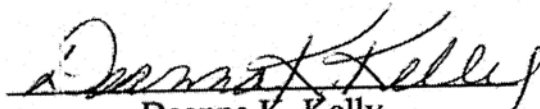
**ELEVENTH.** No shareholder shall be entitled as a matter of right to subscribe for, or receive additional shares of any class of stock of the Corporation, whether now or hereafter authorized, or any bonds, debentures or securities convertible into stock may be issued or disposed of by the Board of Directors to such persons and on such terms as is in its discretion it shall deem advisable.

**TWELFTH.** No director or officer of the Corporation shall be personally liable to the Corporation or any of its stockholders for damages for breach of fiduciary duty as a director or officer involving any act of omission of any such director or officer; provided, however, that the foregoing provision shall not eliminate or limit the liability of a director or officer (i) for acts or omissions which involve intentional misconduct, fraud or a knowing violation of the law, or (ii) the payment of dividends in violation of Section 78.300 of the Nevada Revised Statutes. Any repeal or modification of this Article by the stockholders of the Corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director or officer of the Corporation for acts or omissions prior to such repeal or modification.

**THIRTEENTH.** This Corporation reserves the right to amend, alter, change, in any manner now or hereafter prescribed by statute, or by the Articles of Incorporation, and all rights conferred upon Stockholders herein are granted subject to this reservation.



**I, THE UNDERSIGNED**, being the Incorporator Herein before named for the purpose of forming a Corporation pursuant to the General Corporation Law of the State of Nevada, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein are true, and accordingly have hereunto set my hand this 12th. day of October, 2005.

  
Deanna K. Kelly

Corporate Advisory Service, Inc. does hereby accept as Resident Agent for the previously named Corporation.

Corporate Advisory Service, Inc.

  
By Deanna K. Kelly, Manager

10/12/05  
Date



DEAN HELLER  
Secretary of State  
204 North Carson Street, Suite 1  
Carson City, Nevada 89701-4299  
(775) 684 5708  
Website: secretaryofstate.biz

## Certificate of Amendment

(PURSUANT TO NRS 78.380)

Entity #  
**E0704522005-2**  
Document Number:  
**20050638783-92**

Date Filed:  
12/27/2005 10:20:07 AM  
In the office of

*Dean Heller*

Dean Heller  
Secretary of State

ABOVE SPACE IS FOR OFFICE USE ONLY

Certificate of Amendment to Articles of Incorporation  
For Nevada Profit Corporations  
(Pursuant to NRS 78.380 - Before Issuance of Stock)

1. Name of corporation:

PACIFIC MINING, INC.

2. The articles have been amended as follows (provide article numbers, if available):

FIRST. The name of the corporation is:

PACIFIC SOFTWARE, INC.

3. The undersigned declare that they constitute at least two-thirds of the incorporators ☒, or of the board of directors ☐ (check one box only)

4. Effective date of filing (optional):

(must not be later than 90 days after the certificate is filed)

5. The undersigned affirmatively declare that to the date of this certificate, no stock of the corporation has been issued.

6. Signatures\*:

*Dean Heller*  
Signature

\_\_\_\_\_  
Signature

\* If more than two signatures, attach an 8 1/2x 11 plain sheet with the additional signatures.

**IMPORTANT:** Failure to include any of the above information and submit the proper fees may cause this filing to be rejected.

*This form must be accompanied by appropriate fees.*

Nevada Secretary of State Amend 78.380 2003  
Revised on: 09/29/05



DEAN HELLER  
Secretary of State  
284 North Carson Street, Suite 1  
Carson City, Nevada 89701-4299  
(775) 684 5708  
Website: secretaryofstate.biz

Entity #  
E0704522005-2  
Document Number  
20060765717-01

Date Filed:  
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In the office of

*Dean Heller*

Dean Heller  
Secretary of State

ABOVE SPACE IS FOR OFFICE USE ONLY

**Certificate of Amendment**  
(PURSUANT TO NRS 78.385 and 78.390)

**Certificate of Amendment to Articles of Incorporation**  
**For Nevada Profit Corporations**

(Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock)

1. Name of corporation:

PACIFIC SOFTWARE, INC.

2. The articles have been amended as follows (provide article numbers, if available):

FOURTH. That the voting common stock authorized that may be issued by the corporation is ONE HUNDRED MILLION (100,000,000) shares of stock with a nominal or par value of .001 and TEN MILLION (10,000,000) shares of preferred stock with a nominal or par value of .001. No other class of stock shall be authorized. Said shares with a nominal or par value may be issued by the corporation from time to time for such considerations as may be fixed from time to time by the Board of Directors.

3. The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation have voted in favor of the amendment is:

4. Effective date of filing (optional):

\_\_\_\_\_ (must not be later than 60 days after the certificate is filed)

5. Officer Signature (required):

*R. Jellena*

\*If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless of limitations or restrictions on the voting power thereof.

**IMPORTANT:** Failure to include any of the above information and submit the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

Nevada Secretary of State AM 78.385 Amended 2003  
Revised 01/08/2005