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Requester's Name

Provider Earnings Protection Services, Inc.

7849 Belvoir Lane,

Orlando, Florida 32835.

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- 1. _____ (Corporation Name) _____ (Document #) 800003323220--2
-07/14/00 01058-0018
*****70.00 *****70.00
- 2. _____ (Corporation Name) _____ (Document #)
- 3. _____ (Corporation Name) _____ (Document #)
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- Walk in Pick up time _____ Certified Copy
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NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
00 JUL 14 PM 12:29
FILED

7/19

Examiner's Initials *gjc*

**ARTICLES OF INCORPORATION
OF
INTERNET PAYMENT SYSTEMS, INC.**

FILED
00 JUL 14 PM 12:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE 1 - NAME

The name of this Corporation is Internet Payment Systems, Inc., (hereinafter, "Corporation").

ARTICLE 2 - PURPOSE

The purpose of the Corporation is to carry out any and all activities deemed by the shareholders to be potentially profitable or otherwise desirable.

ARTICLE 3 - PRINCIPAL OFFICE

The initial street address of the principal office of this corporation in the State of Florida is 7849 Belvoir Lane, Orlando, Florida 32835. The Board of Directors may from time to time move the principal office to any other location.

ARTICLE 4 - INCORPORATOR

The name and address of the incorporator of this Corporation is Provider Earnings Protection Services, Inc. with its offices at 7849 Belvoir Lane, Orlando, Florida 32835.

ARTICLE 5 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of the registered office of this Corporation shall be the same as the principal office of the Corporation. The initial registered agent shall be John S. Dembroski.

ARTICLE 6 - CAPITAL STOCK

The authorized capital of this corporation and the maximum number of shares that this corporation is authorized to have outstanding at any one time is one million (1,000,000) shares of common stock having a nominal or par value of \$.0001 per share.

Stockholders do not and shall not have any preemptive rights; except as may be expressly created by the Board of Directors or otherwise provided for in the By-Laws of the Corporation.

The Board of Directors of the Corporation may authorize the issuance of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Directors may deem beneficial to the Corporation, subject to any limitations imposed by the By-Laws of the Corporation.

The Stockholders of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences,

conversions or other rights, voting powers, restrictions, limitations regarding dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE 7 - REGISTERED OWNERS

The Corporation is entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 8 - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon filing with the Secretary of State of the State of Florida.

ARTICLE 9 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 10 - POWERS

The Corporation shall have the same powers as an individual natural person to do all things necessary or convenient to carry out its business and affairs, subject to any limitations imposed by these Articles of Incorporation or the By-Laws of the Corporation.

ARTICLE 11 - BY-LAWS

The Stockholders of this corporation shall have the sole power to adopt, amend or repeal the By-Laws of the Corporation, and the number, term of office, procedure for election, procedure for removal and duties of the Directors and Officers of this Corporation shall be prescribed by such By-Laws.

ARTICLE 12 - AMENDMENT

These Articles of Incorporation may be amended by a majority of the shares of stock entitled to vote thereon. All rights granted hereunder to stockholders are subject to subsequent amendments to the Articles of Incorporation.

Provider Earnings Protection Services, Inc. (Incorporator)

By: John S. Dembroski
John S. Dembroski, President

7-11-00
date

Acceptance of Designation as Registered Agent

I hereby accept the appointment as registered agent for Internet Payment Systems, Inc. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

John S. Dembroski

John S. Dembroski

7-11-00

date

00 JUL 14 PM 12: 29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED