

Division of Corporations

Page 1 of 1

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Florida Department of State  
Division of Corporations  
Public Access System  
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To:  
Division of Corporations  
Fax Number : (850) 205-0381

From:  
Account Name : PAUL SMITH  
Account Number : I20010C00247  
Phone : (305) 673-0347  
Fax Number : (305) 532-0738

FLORIDA PROFIT CORPORATION OR P.A.

ACH PAYMENT SOLUTIONS, INC.

|                       |                   |
|-----------------------|-------------------|
| Certificate of Status | 0                 |
| Certified Copy        | 0                 |
| Page Count            | 02 <sup>(3)</sup> |
| Estimated Charge      | \$70.00           |

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H020000418 382

**ARTICLES OF INCORPORATION**

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

**ARTICLE I NAME**

The name of the corporation shall be :

ACH Payment Solutions, Inc.

**ARTICLE II PRINCIPAL OFFICE**

The principal place of business/mailling address is :

8015 Catherine Lane; Suite #3

Louisville, KY 40222

**ARTICLE III PURPOSE**

The purpose for which the corporation is organized :

The corporation may engage in any activity or business permitted under the laws of the State of Florida.

**ARTICLE IV SHARES**

The number of shares of stock is:

1500 COMMON SHARES

PAR VALUE \$.10

**ARTICLE V INITIAL OFFICERS / DIRECTORS (optional)**

The name(s), address(es), and title(s) of the directors and officers is:

Director, President

Richard C. Edelen

8015 Catherine Lane, Suite #3 Louisville , Kentucky 40222

Director, Secretary, Treasurer

Julia W. Sauer

1717 Clayton Road Louisville , Kentucky 40205

Director, Vice President

James L. Plappert

8 Anchorage Point Louisville , Kentucky 40223

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H020000418 382

H020000418382

PAGE 2 ACH Payment Solutions, Inc.

**ARTICLE VI REGISTERED AGENT**

The name and Florida street address of the registered agent is:

A1A FLORIDA CORPORATE SERVICES  
218 SOUTHERN COUNTRY LANE  
QUINCY, FL 32351

**ARTICLE VII INCORPORATOR**

The name and Florida street address of the incorporator is:

A1A FLORIDA CORPORATE SERVICES  
218 SOUTHERN COUNTRY LANE  
QUINCY, FL 32351

**ARTICLE VIII**

No director or officer of the corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director or officer, provided, however, that the foregoing clause shall not apply to any liability of a director or officer (I) for any breach of the director's or officer's duty of loyalty to the corporation or its shareholders, (II) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (III) for any transaction from which the director or officer derived an improper personal benefit. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advancement of attorney's fees and expenses to any person who is or was an officer or director of the Corporation.

.....  
*Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.*

Paul Smith  
Signature / Registered Agent

2-21-02  
Date

Paul Smith  
Signature/Incorporator

2-21-02  
Date

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