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To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.
Account Number : 075350000353
Phone : (212)431-5000
Fax Number : (212)431-1441

FLORIDA PROFIT CORPORATION OR P.A.

QPay Inc.

Certificate of Status	0
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VI

ARTICLES OF INCORPORATION**OF****QPay Inc.**FILED
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THE UNDERSIGNED sole incorporator, being a natural person competent to contract and desiring to form a corporation under Title XXXV, Chapter 607, of the Revised Florida Statutes, herewith submits the following information:

1. The name of the corporation is **QPay Inc.**
2. The duration of the corporation shall be perpetual.
3. The purpose for which this corporation is being formed is to include the transaction of any or all lawful business for which corporations may be incorporated under this chapter.
4. The aggregate number of shares which the corporation shall have authority to issue is **200 shares with no par value.**
5. The principal address of the corporation will be:
1100 Lee Wagener Blvd, Suite 323, Fort Lauderdale, FL 33315.
6. The address of the initial registered office will be **1100 Lee Wagener Blvd, Suite 323, Fort Lauderdale, FL 33315**, and the name of its initial registered agent at such address is **Ami Shashoua.**
7. The names and the addresses of the persons who shall serve as the initial Board of Directors are as follows
Ami Shashoua
1100 Lee Wagener Blvd, Suite 323, Fort Lauderdale, FL 33315.
8. The name and address of the sole incorporator is:
RONALD BROWN
Blumberg Excelsior Corporate Services, Inc., 62 White St., New York, NY 10013

IN WITNESS WHEREOF, the undersigned, as sole incorporator of this corporation has executed these Articles of Incorporation.

Dated: **January 24, 2003.**



Ronald Brown
Sole Incorporator

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TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT

AS

REGISTERED AGENT

I, the undersigned, do hereby accept appointment as Registered Agent of
QPay Inc.

Dated: January **24**, 2003.



Ami Shashoua
Registered Agent

Blumberg Excelsior Corporate Services
62 White Street
New York, NY 10013