

**Electronic Articles of Incorporation  
For**

P06000000047  
FILED  
December 30, 2005  
Sec. Of State  
tburch

PAYPROS USA CORP

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

**Article I**

The name of the corporation is:

PAYPROS USA CORP

**Article II**

The principal place of business address:

215 CELEBRATION PLACE  
SUITE 500  
CELEBRATION, FL. US 34747

The mailing address of the corporation is:

215 CELEBRATION PLACE  
SUITE 500  
CELEBRATION, FL. US 34747

**Article III**

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

**Article IV**

The number of shares the corporation is authorized to issue is:

1000000

**Article V**

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

JOHN C SAMULOWITZ  
215 CELEBRATION PLACE  
SUITE 500  
CELEBRATION, FL. 34747

I certify that I am familiar with and accept the responsibilities of registered agent.

**P06000000047**  
**FILED**  
**December 30, 2005**  
**Sec. Of State**  
tburch

Registered Agent Signature: JOHN CHRISTOPHER SAMULOWITZ

### **Article VI**

The name and address of the incorporator is:

JOHN CHRISTOPHER SAMULOWITZ  
215 CELEBRATION PLACE  
SUITE 500  
CELEBRATION, FL 34747

Incorporator Signature: JOHN CHRISTOPHER SAMULOWITZ

### **Article VII**

The initial officer(s) and/or director(s) of the corporation is/are:

Title: VP  
MANAGEMENT RESOURCE CONSULTANTS, INC.  
49 LEAVENWORTH STREET, SUITE 200  
WATERBURY, CT. 06702 US

Title: VP  
PAYPROS, INC.  
7 LANCELOT COURT, SUITE 8  
SALEM, NH. 03079 US