

CORPORATION INFORMATION
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0193 FAX

000-342-8086

CSC networks

P95000001515

MAIL TO:
P.O. BOX 5028
TALLAHASSEE, FL 32314

ACCOUNT NO. : 072100000032

REFERENCE : 521554 8864A

AUTHORIZATION :

COST LIMIT : 0 PREPAID

ORDER DATE : January 6, 1995

ORDER TIME : 10:28 AM

ORDER NO. : 521554

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-01/06/95--01044--024
****122.50 ****122.50

CUSTOMER NO: 8864A

CUSTOMER: Lisa J. Chaiklin, Esq
FURR & COHEN, P.A.

Suite 412
1499 West Palmetto Park Road
Boca Raton, FL 33486

DOMESTIC FILING

NAME: PEGASUS PARTNERS BANKCARD
SERVICES, INC.

XXXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:

Dmc 1/6/95

RECEIVED
95 JAN -6 AM 11:30
DIVISION OF CORPORATION SECRETARY OF STATE
TALLAHASSEE, FLORIDA
95 JAN -6 PM 12:42
FILED



OFFICE OF COMPTROLLER
DEPARTMENT OF BANKING AND FINANCE
STATE OF FLORIDA

TALLAHASSEE
32399-0350

COMPTROLLER OF FLORIDA

January 4, 1995

Lisa J. Chalklin, Esq.
Furr and Cohen, P.A.
Interstate Plaza, Suite 412
1499 West Palmetto Park Road
Boca Raton, Florida 33486

Re: "Pegasus Partners BankCard Services, Inc."

Dear Ms. Chalklin:

On November 28, 1994, the Division of Banking received your request for clearance to use the above-mentioned corporate name. This request was noticed in the Florida Administrative Weekly on December 9, 1994, for 21 days until December 30, 1994, for public comment.

Section 655.922(2)(a), Florida Statutes, states in pertinent part as follows:

(2)(a) No person other than a bank shall, in this state:

1. Transact business under any name or title which contains the word "bank," "banking," or "trust company," or words of similar import, in any context or in any manner; or
2. Use any name, word, sign, symbol, or device in any context or in any manner; or
3. Circulate or use any letterhead, billhead, circular paper or writing of any kind, or otherwise advertise or represent in any manner, which indicates or reasonably implies that the business being conducted or advertised is the kind or character of business transacted or conducted by a bank or trust company or which is likely to lead any person to believe that such business is that of a bank or trust company.

Lisa J. Chalklin, Esq.
January 4, 1995
Page Two

It is the opinion of this Department that your corporate name is definitive enough to differentiate the business being conducted from that of a commercial bank or trust company. Therefore, the Department is able to grant your request for approval of the corporate name, "Pegasus Partners BankCard Services, Inc."

Sincerely,



Terence M. Straub
Director
Division of Banking
Suite 1401, The Capitol
Tallahassee, FL 32399-0350
(904) 488-1111

:kr

cc: Ms. Karon Beyer, Chief
Bureau of Corporate Records
Division of Corporations
Secretary of State's Office

FILED

ARTICLES OF INCORPORATION

95 JAN -6 PM 12:42

OF

PEGASUS PARTNERS BANKCARD SERVICES, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribed to these Articles of Incorporation to form a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

Pegasus Partners BankCard Services, Inc.

and its initial post office address and its principal office for the conduct of business is:

1499 W. Palmetto Park Road, Suite 408, Boca Raton, Florida, 33486

ARTICLE II

The general nature of the business to be transacted by this corporation is:

(a) Generally to make and perform contracts of any kind and description, and for the purpose of attaining any of the objectives of the corporation, to do and perform any other act or thing, and to exercise any and all powers which a co-partnership or natural person could do or exercise, and which now are or hereafter may be authorized by law, and generally to do and perform any and all things necessary or incident to the performing and carrying out of the powers hereinabove specifically delegated or implied.

(b) The foregoing paragraphs shall be construed as enumerating the purposes, objects and powers of this corporation, and no recitation, expression or declaration of specific powers or purposes herein enumerated shall be deemed to be exclusive, but it

is hereby expressly declared that all other lawful powers not inconsistent herewith are hereby included, including the general powers set forth in Florida Statutes Annotated, Sections 607.011, 607.014 and 607.017.

ARTICLE III

The maximum number of shares of stock of this corporation which it is authorized to have outstanding at any one time is 3.5 million shares of common stock at \$1.00 par value. Said stock shall be non-assessable and shall be payable in lawful money of the United States or in property, labor, or in services at a just valuation to be fixed by the stockholders at a meeting duly convened and held.

ARTICLE IV

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V

The term for which this corporation shall exist shall be perpetual and the business of the corporation shall be conducted, carried on and managed by the officers of this corporation and a Board of Directors composed of one or more members, which number may be altered from time to time by the By-Laws of this corporation within the limitations prescribed by law.

ARTICLE VI

This corporation shall have five director(s) initially. The number of directors may be either increased or diminished from time to time by the By-Law but shall never be less than one. The name(s) of the initial director(s) of this corporation are:

Rose Sinclair
Dr. Lawrence Mascolo, M.D.
Christopher Marlee, Esq.
Dominique Marino
Dennis O'Donnell

ARTICLE VII

No contract, act or transaction of this corporation with any person or persons, firm or other corporation, in the absence of fraud or wrongdoing, shall be affected or invalidated by the fact that any director of this corporation is a party to or interested in such contract, act or transaction, or in any way connected with such person, persons, firm or corporation, and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation in which he may in anywise be interested. Any director of this corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

ARTICLE VIII


The street address of the initial registered office of this corporation is 1499 W. Palmetto Park Road, Suite 408, Boca Raton, Florida, 33486 and the name of the initial registered agent of this

corporation is DOMINIQUE MARINO.

ARTICLE IX

These Articles of Incorporation of this corporation may be amended, changed, altered or repealed in the manner now or hereafter prescribed by the Florida Statutes and all rights conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 5 day of January, 1995.

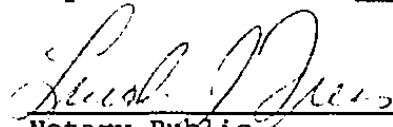


DOMINIQUE MARINO

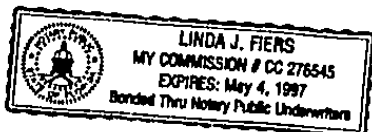
STATE OF FLORIDA)
)ss.
COUNTY OF PALM BEACH)

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared, DOMINIQUE MARINO, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid this 5 day of January, 1995.



Notary Public
My Commission Expires:



FILED

95 JAN -6 PM 12:42

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

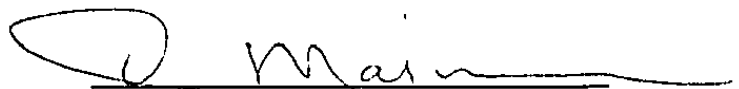
CERTIFICATE DESIGNATING PLACE OF
BUSINESS OF DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act.

That Corporation, PEGASUS PARTNERS BANKCARD SERVICES, INC., desires to organize under the laws of the State of Florida with its office as indicated in the Articles of Incorporation located at 1499 W. Palmetto Park Road, Suite 412, Boca Raton, Florida, 33486, appoints DOMINIQUE MARINO, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relating to keeping open said office.



DOMINIQUE MARINO
Registered Agent