

P 97 0000 964 09

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

400002333754--2
-10/30/97--01049--006
*****70.00 *****70.00

SUBJECT: MERCHANT BANKCARD SERVICES
(Proposed corporate name - must include suffix)

FILED
97 NOV 10 AM 8:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: SANDRA D. PYSER
Name (Printed or typed)

121 MEADOWLANDS DR
Address

ROYAL PALM BEACH FL 33411
City, State & Zip

561-791-3177
Daytime Telephone number

W97-24806
SH

NOV 12 1997

NOTE: Please provide the original and one copy of the articles.

697 52906



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 31, 1997

SANDRA D PYSER
121 MEADOWLANDS DR
ROYAL PALM BEACH, FL 33411

SUBJECT: MERCHANT BANKCARD SERVICES INC.
Ref. Number: W97000024806

FILED
97 NOV 10 AM 8:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for MERCHANT BANKCARD SERVICES INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Written approval and clearance of the terms BANK, BANKER, BANC, BANKING, TRUST COMPANY, BANCSHARES, SAVINGS & LOAN ASSOCIATION, SAVINGS BANK, or CREDIT UNION must be obtained from the Division of Banking and Finance, pursuant to section 655.922(2a), Florida Statutes. The address is:

Division of Banking
Director's Office
101 E. Gaines St.
Fletcher Bldg., 6th Floor.
Tallahassee, FL 32399-0350
(850) 488-1111.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 697A00052906



ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

OFFICE OF COMPTROLLER
DEPARTMENT OF BANKING AND FINANCE
STATE OF FLORIDA
TALLAHASSEE
32399-0350

November 4, 1997

Ms. Sandra D. Pyser
Merchant Bankcard Services
121 Meadowlands Dr.
Royal Palm Beach, FL 33411

Dear Ms. Pyser:

Re: "Merchant Bankcard Services, Inc."

Thank you for your recent letter/fax requesting approval for use of the above-referenced name. It is the opinion of this Department that your name is definitive enough to differentiate the business being conducted from that of a commercial bank or trust company. Therefore, the Department does not object to your use of the above-referenced name being registered as a foreign corporation in the State of Florida.

Sincerely,

Wm. Douglas Johnson
Assistant Director
Division of Banking
101 East Gaines Street
The Fletcher Building - Sixth Floor
Tallahassee, FL 32399-0350
(904) 414-8058

:kr

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

FILED
97 NOV 10 AM 8:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MERCHANT BANKCARD SERVICES
121 MEADOWLANDS DR.
ROYAL PALM BEACH, FLA. 33411
561-791-3177 FAX 561 791-1001
11/4/97 10:55 AM

Division of Banking
101 E. Gaines St.
6th Floor
Tallahassee, Fl 32399

ATT:: Cathy Ryan

As per our discussion this morning,, we are requesting approval of the corporate name as shown based on the explanation below.

It should be noted that the name "Merchant Bankcard Services.", has absolutely nothing to do with any particular bank or banking institution.

The word "Bankcard" relates to credit cards only as the business service.

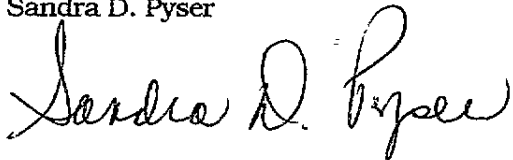
Our function is to install retail merchant credit card processing for M/C, Visa and other major credit card companies and never do we elude to being part of any "bank".

Card Issuing banks also have nothing to do with our end of the business.

Should you need any further information feel free to call at the above phone number.

An early fax approval would be appreciated in order to complete the corporate filing.

Sandra D. Pyser

A handwritten signature in cursive script that reads "Sandra D. Pyser". The signature is written in black ink and is positioned below the typed name.

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

MERCHANT BANKCARD SERVICES INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

*121 MEADOWLANDS DR
ROYAL PALM BEACH FL. 33411*

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1000

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

*SANDRA D. PYSER
121 MEADOWLANDS DR
ROYAL PALM BEACH FL 33411*

ARTICLE V INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are:

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97 NOV 10 AM 8:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Sandra D. Pyser

Signature/Incorporator

10-27-97

Date

(An additional article must be added if an effective date is requested.)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent

Sandra D. Pyser

Signature/Registered Agent

10-27-97

Date