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January 8, 1998

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Secretary of State
Corporation Division
409 East Gaines Street
P. O. Box 6327
Tallahassee, Florida 32314

RE:

Enclosed please find an original and photocopy of the Articles of Incorporation and Certificate Designating Place of Business for the above referenced corporation. In addition, enclosed is a check in the amount of \$122.50 for the filing costs.

Please file the original of the Articles and return a certified copy of the same to my address.

Should you require additional information please do not hesitate to contact me.

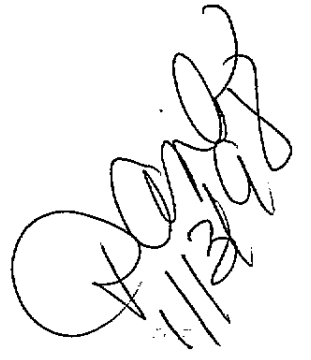
Thank you,



ALAN R. CAMPBELL

8168 W. HIGHWAY 85
LAUREL HILL, FLORIDA 32567

FILED
98 JAN 12 PM 3:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



ARTICLES OF INCORPORATION
of
ONLINE PAYMENT SYSTEMS OF FLORIDA, INC.

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - Name. The name of the corporation is
ONLINE PAYMENT PAYMENT SYSTEMS OF FLORIDA, INC.

ARTICLE II - Corporate Purpose and Powers. This corporation is initially organized for the transaction of any and all lawful business for which corporations may be incorporated under Section 607.0302 of the Florida Statutes. This corporation shall have all corporate powers enumerated in said Section 607.0302.

ARTICLE III - Capital Stock. The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100) shares of common stock. Such shares shall be of a single class, and shall have a par value of one dollar (\$1.00) per share. Stock shall be issued under Section 1244 of the Internal Revenue Code. The shareholders shall have preemptive rights pursuant to Section 607.0630, F.S. The transfer of shares of the corporation by its shareholders may be restricted in the manner allowed under Section 607.0627, F.S.

ARTICLE IV. Initial Capital. The amount of capital with which the corporation will begin business shall not be less than \$500.00.

ARTICLE V. Duration. The corporation shall have perpetual existence.

ARTICLE VI - Initial Registered Office and Agent. The name and address of the initial registered agent and office of this corporation is as follows:

ALAN R. CAMPBELL
8168 W. HIGHWAY 85
LAUREL HILL, FLORIDA 32567

The corporation shall conduct and operate its business at the following principal office location:

8168 W. HIGHWAY 85
LAUREL HILL, FLORIDA 32567

ARTICLE VII - Management by Shareholders.

The corporation, pursuant to the authority vested in Sections 607.0202, F.S., 607.0206, F.S., and 607.0801, F.S. shall be managed by its stockholders rather than a board of directors, and the stockholders shall adopt the By-Laws and elect the officers. The initial stockholder in the corporation and who shall initially manage the business and who shall have the right to act without a meeting pursuant to 607.0704, F.S. is:

ALAN R. CAMPBELL

The initial Officer of this corporation shall be as follows with the following mailing address:

ALAN R. CAMPBELL
PRESIDENT/TREASURER
8168 W. HIGHWAY 85
LAUREL HILL, FLORIDA 32567

ARTICLE VIII - Subscriber. The name and address of the person signing these

Articles is:

ALAN R. CAMPBELL

ARTICLE IX By-laws. The power to adopt, alter, amend or repeal the by-laws of this corporation shall be vested in the shareholders.

ARTICLE X - Amendment. These Articles may be amended in the manner provided by law. Every amendment shall be approved by vote of 51% of the stock entitled to vote thereon.

ARTICLE XI - Dissolution. The corporation may be dissolved at any time by unanimous written consent of the shareholder, or on the affirmative vote of the holders of at least two-thirds of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

IN WITNESS WHEREOF, I, the undersigned, subscriber of this corporation, has executed these articles of incorporation at Crestview, Florida on the 8th day of January 1998.




ALAN R. CAMPBELL
Subscriber

STATE OF FLORIDA
COUNTY OF OKALOOSA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared ALAN R. CAMPBELL and is the individual described in and who executed the foregoing Articles of Incorporation and he acknowledged before me that they executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the State and County above stated this 8th day of January, 1998.




NOTARY PUBLIC
My Commission Expires: 02-19-00

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

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement designating the registered office/registered agent in the State of Florida:

The name of the Corporation is **UNION FINANCIAL SERVICES, INC.**

The name and address of the registered agent and office is:

**ALAN R. CAMPBELL
8168 W. HIGHWAY 85
LAUREL HILL, FLORIDA 32567**

Having been named as resident agent 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 agreed 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 obligation of my position as registered agent.

DATED this 8th day of January , 1998



ALAN R. CAMPBELL
Registered Agent

98 JAN 12 PM 3:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

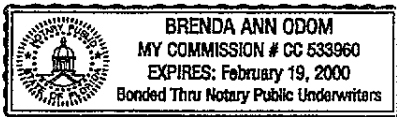
FILED

STATE OF FLORIDA

COUNTY OF OKALOOSA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared ALAN R. CAMPBELL is the individual described in and who executed the foregoing designation of registered agent and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the State and County above stated this 8th day of January, 1998



Brenda A Odom

NOTARY PUBLIC
My Commission Expires: 02-19-00