

P98000048260

Merchant Credit Card Corp.
P.O. Box 547734
Orlando, Florida 32854-7734

Florida Dept. of State
Div. of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

900002535119--9
-05/26/98--01053--001
*****70.00 *****70.00

Re: Merchant Credit Card Corp. Incorporation

Dear Sir or Ma'am:

Enclosed please find my check number 1527 in the amount of \$70 for the incorporation of Merchant Credit Card Corp.

Please return filed copy, etc. to the above address.

Thanking you in advance, I am

Sincerely,
Larry Wint
Enclosures (2)

FILED
98 MAY 26 AM 11:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dmc
5/29/98

ARTICLES OF INCORPORATION
OF
MERCHANT CREDIT CARD CORP.

FILED
98 MAY 26 AM 11:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator 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

The name of this corporation is MERCHANT CREDIT CARD CORP.

ARTICLE II

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

To sell, service and lease credit and debit card equipment and processing.

To Take acquire, purchase, own, hold, rent, lease, mortgage, sell, exchange, improve, cultivate, develop, and otherwise to deal in and dispose of all property, real or personal of every description that may be necessary to transaction of its business, or incident to, or capable of being used in connection with the aforesaid business or any of them.

To buy, sell, trade, exchange, or otherwise deal in any and all kinds of manufactured articles, new materials and any other goods whatsoever, including trucking, warehousing, and storage, as well as engage in any products.

To buy, sell and lease lands and interest in lands, including improvements and development of all types.

To borrow money and contract debts which may be necessary for the transaction of business and for the exercise of its corporate rights, privileges, or for any other lawful purpose of the Corporation. To issue bonds, promissory notes, bills of exchange, debentures, or other obligations and evidence of indebtedness payable at a specific time or times or upon the happening of a specific event secured by mortgage, pledge, or otherwise.

To enter into, make, and perform contracts of every kind and for any lawful purpose, without limit as to amount, with any person, firm, association, or corporation, town, city, county, state, territory, or government, and to carry on its operations within the state of Florida or elsewhere, without restrictions as to place and amount.

To act as management business and sales consultants and to render advisory service to persons, firms, corporations and others in connection with all aspects of business, sales and commerce.

To act as general special sales agents and to provide services of all kinds relating to the distribution, sale and delivery of goods, commodities and articles of commerce.

To exercise all the powers now granted to this type of corporation under Florida Law, and all powers subsequently authorized or granted by law to private corporations.

The foregoing clauses shall be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time shall be ONE HUNDRED (100) shares without par value.

ARTICLE IV

The amount of capital with which the Corporation shall begin business is FIVE HUNDRED DOLLARS (\$500.00).

ARTICLE V

This corporation is to exist perpetually.

ARTICLE VI

The initial address of the principal office of this Corporation in the State of Florida is P.O. Box 547734, Orlando, Florida 32854-7734. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII

This Corporation shall have one (1) or more Directors, initially. The number of Directors may be increased or diminished from time to time, by by-laws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII

The name and post office address of the member of the first Board of Directors is

Name

Address

Larry A. Werts

P.O. Box 547734, Orlando, FL. 32854-7734

ARTICLE IX

The name and post office address of the incorporator to these Articles of Incorporation is

<u>Name</u>	<u>Address</u>
Larry A. Werts	P.O. Box 547734, Orlando, FL. 32384-7734

ARTICLE X

The corporation shall indemnify any and all persons who may serve or who have served at any time as directors or officers, or who at the request of the Board of Directors of the corporation may serve at any time have served as directors or officers of another corporation in which the corporation at such time owned or may own shares of stock or of which it was or may be a creditor, and their respective heirs, administrators, successors, and assigns, against any and all expenses, including amounts paid upon judgements, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit, or proceeding in which they, or any of them, are made parties, or a party, or which may be asserted against them or any of them, by reason of being or having been directors or officers or a director or officer of the corporation, or of such other corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in any action, suit, or proceeding to be liable for his own negligence or misconduct in the performance of his duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, by-law, agreement, vote of stockholders, or otherwise; and the corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI

The registered office shall be 909 N. Wymore Road, Winter Park, FL. 32789, and the registered agent at that same address is Jaye Lowe.

ARTICLE XII

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the holder or holders of a majority of the stock entitled to vote thereon.

In TESTIMONY WHEREOF, I, the undersigned, have set my hand and affixed
my seal this 22 day of May, 1998.

Larry A. Weitz

(SEAL)

STATE OF FLORIDA

COUNTY OF ORANGE

CERTIFICATE DESIGNATING REGISTERED AGENT OR REGISTERED
OFFICE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA

FILED
98 MAY 26 AM 11:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merchant Credit Card Corp., with its principal place of business at P.O. Box 547734,
Orlando, Florida 32854-7734, has named Jaye Lowe, whose street address is 909 North
Wymore Road, Winter Park, Florida 32789, as Registered Agent.



Jay Lowe
Registered Agent

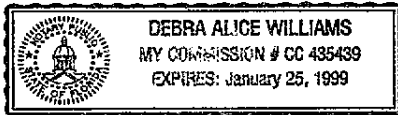
Date: May 22, 1998

STATE OF FLORIDA

COUNTY OF ORANGE

I hereby certify that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared LARRY A. WERTS, to me well known to be the person described as the incorporator in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, this 22nd day of May, A.D. 1998.



Debra A. Williams

Notary Public

My commission expires: 1/25/99