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June 16, 1998

Document Specialist
Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32301

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Re: Online Leasing Company, Inc.

To Whom It May Concern,

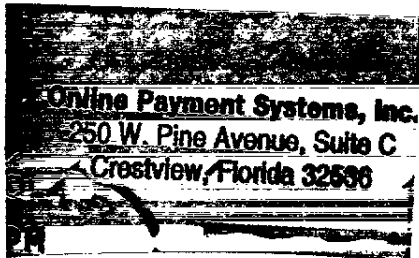
I am sole shareholder and authorized agent for Online Payment Systems of Florida, Inc. By this letter, I am giving you authority to file the above referenced corporation, even though it is similar to the name of my company, Online Payment Systems of Florida, Inc.

Thank you for processing the corporate filing for Online Leasing Company, Inc.

Sincerely,



Alan Campbell
In behalf of
Online Payment Systems of Florida, Inc



FILED
98 JUN 18 AM 11:38
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ONLINE LEASING COMPANY, INC

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 LEASING COMPANY, INC

ARTICLE II – Corporate Purpose and Powers. This company is initially organized for the transaction of any and all lawful business for which 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 authorize to have outstanding at any one time is one hundred (100) shares of common stock. Such shares shall be of 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 of 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
250 W. PINE AVE. SUITE C
CRESTVIEW, FLORIDA 32536**

The corporation shall conduct and operate its business at the following principal office location: **250 W. PINE AVE. SUITE C
CRESTVIEW, FLORIDA 32536**

ARTICLE VII – Management by Shareholder.

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 Bylaws 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 CAMPBELL

The initial officers of this corporation shall be as follows with the following mailing addresses:

**DON HUNSICKER
CHIEF EXECUTIVE OFFICER
7362 BAIN DR.
MILTON, FL 32583**

**ALAN R. CAMPBELL
PRESIDENT
250 W. PINE AVE.
SUITE C
CRESTVIEW, FLORIDA 32536**

ARTICLE VIII – Subscriber. The name and address of the person signing these Articles is:

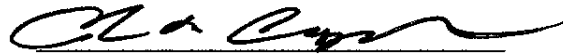
**ALAN R. CAMPBELL
250 W. PINE AVE.
SUITE C
CRESTVIEW, FLORIDA 32536**

ARTICLE IX Bylaws. The power to adopt, alter, amend or repeal the bylaws 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 11th day of May, 1998



ALAN R. CAMPBELL
Subscriber

**STATE OF FLORIDA
COUNTY OF OKALOOSA**

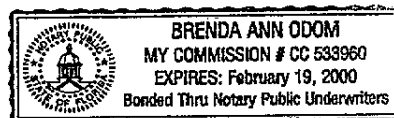
I, HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared **ALAN R. CAMPBELL** and is the individual described in and who executed the foregoing Articles of Incorporation and he acknowledged before me that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

WITNESS my hand and official seal in the State and County above Stated this 11th
day of May, 1998



NOTARY PUBLIC

My Commission Expires: 02-19-00



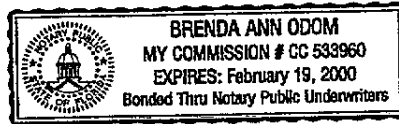
STATE OF FLORIDA

COUNTY OF OKALOOSA

I HEREBY CERTIFY that on this day, before me, and 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 11th day May, 1998

Brenda A Odom
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 ONLINE LEASING COMPANY, INC.

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

**ALAN R. CAMPBELL
250 W. PINE AVE.
SUITE C
CRESTVIEW, FLORIDA 32536**

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 11th day of MAY, 1998


ALAN R. CAMPBELL
Registered Agent

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
98 JUN 18 AM 11:38

FILED