

P99000004801



THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 100915 132549A

AUTHORIZATION : Patricia Pizeto

COST LIMIT : \$ 70.00

ORDER DATE : January 15, 1999

ORDER TIME : 10:20 AM

ORDER NO. : 100915-005

000002744060--1

CUSTOMER NO: 132549A

CUSTOMER: David Wolis, Esq
NEMSER & WOLIS, P.A.
NEMSER & WOLIS, P.A.
Suite 204a
18999 Biscayne Blvd.
North Miami Bch, FL 33180

DOMESTIC FILING

NAME: MERCHANT DATA NETWORKS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 15 PM 4:41

RECEIVED
99 JAN 15 PM 11:28
DEPARTMENT OF STATE
DIVISION OF SECRETARIAT
TALLAHASSEE, FLORIDA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 15 PM 4: 41

**ARTICLES OF INCORPORATION
OF
MERCHANT DATA NETWORKS, INC**

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

MERCHANT DATA NETWORKS, INC

The address of the principal office of this corporation shall be 17701 Biscayne Boulevard, 3rd Floor, Aventura, Florida 33160 and the mailing address of the corporation shall be 17701 Biscayne Boulevard, 3rd Floor, Aventura, Florida 33160.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage in any and all activities and businesses permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 18999 Biscayne Boulevard, North Miami Beach, Florida 33180, and the name of the initial registered agent of the corporation at that address is Nemser & Wolis, P.A.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 JAN 15 PM 4: 41

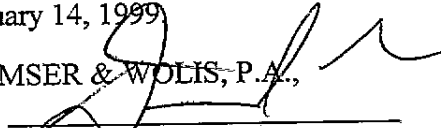
ARTICLE VI. INCORPORATOR

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

Nemser & Wolis, P.A.
18999 Biscayne Boulevard Suite 204A
North Miami Beach, Florida 33180

IN WITNESS WHEREOF, the undersigned agent of Nemser & Wolis, P.A., has hereunto
set their hand and seal of Nemser & Wolis, P.A. on January 14, 1999

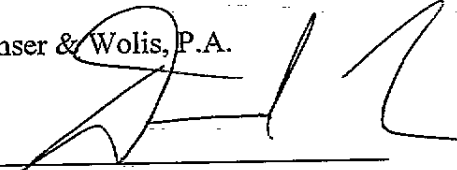
NEMSER & WOLIS, P.A.,

By: 
David Wolis, Vice-President

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Nemser & Wolis, P.A., a Florida corporation authorized to transact business in this State,
having a business office identical with the registered office of the corporation named
above, and having been designated as the Registered Agent in the above and foregoing
Articles, is familiar with and accepts the obligations of the position of Registered Agent
under Section 607.0505, Florida Statutes.

Nemser & Wolis, P.A.

By: 
David Wolis, Vice-President