

**Electronic Articles of Incorporation
For**

P05000083107
FILED
June 09, 2005
Sec. Of State
jshivers

DEBITNET SYSTEMS, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:
DEBITNET SYSTEMS, INC.

Article II

The principal place of business address:
3300 UNIVERSITY DRIVE
SUITE 408
CORAL SPRINGS, FL. US 33065

The mailing address of the corporation is:
11338 CLOVER LEAF CIRCLE
BOCA RATON, FL. US 33428

Article III

The purpose for which this corporation is organized is:
ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:
50,000,000

Article V

The name and Florida street address of the registered agent is:
FIRST BOCA ASSOCIATES, INC.
11338 CLOVER LEAF CIRCLE
BOCA RATON, FL. 33428

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: ROBERT WEINBERG

Article VI

The name and address of the incorporator is:

ROBERT WEINBERG
11338 CLOVER LEAF CIRCLE

BOCA RATON, FL 33428

Incorporator Signature: ROBERT WEINBERG

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: CEO
CAESAR BERGER
23679 CALABASAS ROAD, 626
CALABASAS, CA. 91302 US

Title: P
ROBERT W WEINBERG
11338 CLOVER LEAF CIRCLE
BOCA RATON, FL. 33428 US

Title: DIR
TIMOTHY R SUTTER PH.D
659 W. AIRPORT ROAD
SPRINGERVILLE, AZ. 85938 US

Title: DIR
JAMES A WALGREEN JR.
4000 PONCE DE LEON BLVD.
CORAL GABLES, FL. 33146 US

Title: DIR
CAESAR BERGER
23679 CALABASAS ROAD, 626
CALABASAS, CA. 91302 US

Article VIII

The effective date for this corporation shall be:

06/07/2005