

K 64980

10691 North Kendall Drive  
Penthouse Suite 304  
Miami, Florida 33176  
(305-598-5161  
FAX 305-598-3851

CFM Creative Finance Management, Inc.

April 9, 1999

Division of Corporation  
P.O. Box 6327

Tallahassee, Florida 32314

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-04/14/99--01050--001  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

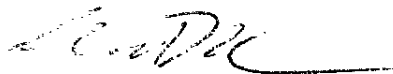
Dear Sir/Madam,

Enclosed please find a check for \$43.75, please remit the following:

1. *Amendment and Restatement of Articles of Incorporation (enclosed original and copy for certified copy) \$35.00.*
2. *Certificate of Status from the State of Domicile showing Good Standing indication, sealed by the State and signed by proper public official (\$8.75).*

Should you have any questions, please do not hesitate to call me at (305) 598-5161.

Sincerely,



Sandra Dostaler

Enclosures

Amend & Restate  
5-14-99  
MJS

FILED  
99 MAY 14 AM 9:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

.....

**FLORIDA DEPARTMENT OF STATE****Katherine Harris**  
Secretary of State

April 29, 1999

**CREATIVE FINANCE MANAGEMENT, INC.**  
**ATTN: SANDRA DOSTALER**  
**10691 N. KENDALL DR., PENTHOUSE SUITE 304**  
**MIAMI, FL 33176****SUBJECT: PAY PLAN, INC.**  
**Ref. Number: K64980**

We have received your document for PAY PLAN, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6957.

**Doug Spittler**  
**Document Specialist****Letter Number: 099A00019660****FILED**

99 MAY 14 AM 9:06

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**RECEIVED**

99 MAY 14 AM 8:54

AMENDMENT AND RESTATEMENT OF  
ARTICLES OF INCORPORATION  
OF  
PAY PLAN, INC.

**FILED**  
99 MAY 14 AM 9:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The Articles of Incorporation of Pay Plan, Inc., a Florida corporation (the "Corporation") were originally filed with the Florida Department of State on February 13, 1989, and assigned Charter Number K64980. Pursuant to Sections 607.1006, 607.1007 and 607.1003 of the Florida Statutes, all shareholders and directors of the Corporation have unanimously approved and adopted the amendment and restatement of the Articles of Incorporation in their entirety pursuant to a written consent in lieu of a meeting which was executed by all owners of the shares of the common stock and all directors of the Corporation on April 9, 1999. Effective April 9, 1999, the Articles of Incorporation are hereby amended and restated as follows:

**Article I. Name**

The name of this corporation is Pay Plan, Inc.

**Article II. Principal and Registered Office and Agent**

The principal office and mailing address of the corporation and the street address of the registered office is 10691 N. Kendall Drive, Suite 304, Miami, Florida 33176. The registered agent is Amelia Diane Wilks..

**Article III. Capital Stock**

This corporation is authorized to issue 10,000 shares of \$1.00 per share par value common stock.

**Article IV. Preemptive Rights**

Upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he or she already holds, every shareholder shall have the right to purchase his or her pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**Article V. Board of Directors**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the board of

directors. There shall be at least one director.

Signed at Destin, Okaloosa County, Florida, on May 12, 1999.

Pay Plan, Inc., a Florida corporation

Attest:

By: Amelia Diane Wilks  
Amelia Diane Wilks, Secretary

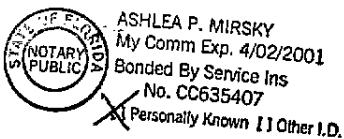
By: Amelia Diane Wilks  
Amelia Diane Wilks, Director/President

[Corporate Seal]

STATE OF FLORIDA  
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me on May 12, 1999, by Amelia Diane Wilks, as Director, President and Secretary of Pay Plan, Inc., a Florida corporation, on behalf of the corporation. She is personally known to me.

[Notary Seal]



Ashlea P. Mirsky  
Ashlea P. Mirsky, Notary Public  
State of Florida at Large  
My commission expires: April 2, 2001

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501(3) of the Florida Statutes (1997), the undersigned hereby:

1. Accepts her appointment as registered agent of Pay Plan, Inc., a Florida corporation ("the corporation"), and agrees to act in this capacity;
2. Agrees to accept service of process for the corporation at the place designated in the Amendment And Restatement Of Articles of Incorporation which is 10691 N. Kendall Drive, Suite 304, Miami, Florida 33176;
3. Agrees to comply with the provisions of all statutes relating to the proper and complete performance of all duties as registered agent; and
4. States that she is familiar with and accepts all obligations of the position of registered agent.

Signed at Destin, Okaloosa County, Florida, on May 12, 1999.



Amelia Diane Wilks  
Registered Agent  
10691 N. Kendall Drive  
Suite 304  
Miami, Florida 33176

**FILED**  
99 MAY 14 AM 9:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA