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January 18, 2000

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-01/20/00--01085--008
*****70.00 *****70.00

Re: *Ultimate Merchant Systems, Inc.*
Our File No. 20-3013

Dear Sir/Madam:

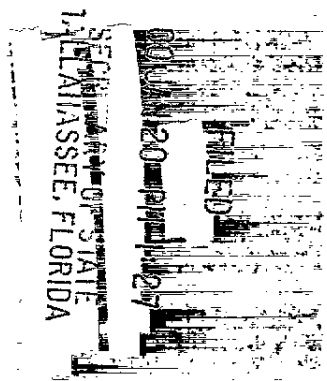
Enclosed please find the original Articles of Incorporation and Designation and Acceptance of Registered Agent for the above referenced corporation, along with a copy of the same and this firm's check in the amount of \$70.00 for costs in filing the enclosed.

Upon completion of your filing of the Articles, kindly return a timed stamped copy of the filed Articles in the self addressed, stamped envelope provided by this office. If you should have any questions please contact our office. The toll free number is 800-260-1529.

Thank you for your assistance regarding this matter..

Very truly yours,

Emmy Parry
Emmy Parry
Legal Assistant to
Mark E. Hager, Esq.



/ep
Enclosures 3
cc: client

T. Burch JAN 26 2000

ARTICLES OF INCORPORATION
OF
ULTIMATE MERCHANT SYSTEMS, INC.

ARTICLE I - NAME

The name of the corporation is **ULTIMATE MERCHANT SYSTEMS, INC.**

ARTICLE II - DURATION

As provided in Florida Statutes, Chapter 607, this corporation shall exist in perpetuity.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all business permitted under the laws of the United States and of this State.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of Common Stock at \$1.00 par value.

ARTICLE V - PRE-EMPTIVE RIGHTS

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

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 415 Kingstowne Court #2, Brandon, FL 33511, and the name of the initial registered agent of this corporation at that address is **CHRISTOPHER R. DEMIAN**.

FILED
00 JAN 20 PM 1:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII - INITIAL ADDRESS OF THE CORPORATION

The street address of the initial office of this corporation is 415 Kingstowne Court #2, Brandon, FL 33511.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by the bylaws, but shall never be less than one (1). The name and address of the initial director of this corporation is:

**CHRISTOPHER R. DEMIAN
415 KINGSTOWNE COURT #2
BRANDON, FL 33511**

ARTICLE IX - INCORPORATORS

The name and address of the person signing these articles is:

**CHRISTOPHER R. DEMIAN
415 KINGSTOWNE COURT #2
BRANDON, FL 33511**

ARTICLE X - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and shareholders.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XII - INDEMNIFICATION

In addition to any rights and duties under applicable law, the corporation shall indemnify and hold harmless all its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations including attorney's fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such, except for willful misconduct or gross negligence.

ARTICLE XIII - COMMENCEMENT OF EXISTENCE

The Corporation shall be deemed to commence its existence on the date these Articles of Incorporation are executed.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 13th day of January, 2000.


CHRISTOPHER R. DEMIAN, Incorporator

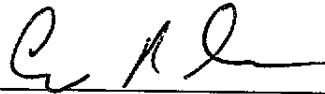
STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 13th day of January, 2000, by CHRISTOPHER R. DEMIAN who has produced Florida Driver's License #D550-116-68-172-0 as identification, and who did not take an oath.


NOTARY PUBLIC



Having been named registered agent to accept service of process for the above stated corporation, at the place designated in the Articles, I hereby accept to act in this capacity, and agree to comply with the provisions of the Florida Statutes in all matters relative thereto.

A handwritten signature in black ink, appearing to read 'C. R. Demian', is written over a horizontal line.

CHRISTOPHER R. DEMIAN
Registered Agent