

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 222-8870 • 1-800-342-8062 • Fax (850) 222-1222

P00000009804

Keystone Card Services, Inc.

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-01/25/00-01064-002
*****78.75 *****78.75

- ☒ Art of Inc. File Certs
☐ LTD Partnership File
☐ Foreign Corp. File
☐ L.C. File
☐ Fictitious Name File
☐ Trade/Service Mark
☐ Merger File
☐ Art. of Amend. File
☐ RA Resignation
☐ Dissolution / Withdrawal
☐ Annual Report / Reinstatement
☒ Cert. Copy
☐ Photo Copy
☐ Certificate of Good Standing
☐ Certificate of Status
☐ Certificate of Fictitious Name
☐ Corp Record Search
☐ Officer Search
☐ Fictitious Search
☐ Fictitious Owner Search
☐ Vehicle Search
☐ Driving Record
☐ UCC 1 or 3 File
☐ UCC 11 Search
☐ UCC 11 Retrieval
☐ Courier

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 JAN 28 PM 1:38

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DEPT. OF REVENUE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 JAN 25 AM 11:49

RECEIVED

Handwritten initials and date: 1-28-00

Signature _____

Requested by: LM 1-25 10:49

Name _____ Date _____ Time _____

Walk-In _____ Will Pick Up W-2068 PM 1/25/2000



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 25, 2000

CAPITAL CONNECTION, INC.

SUBJECT: KEY FINANCIAL CORPORATION
Ref. Number: W00000002068

We have received your document for KEY FINANCIAL CORPORATION and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

If you have any further questions concerning your document, please call (850) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 100A00003496

**ARTICLES OF INCORPORATION
OF**

KEYSTONE CARD SERVICES, INC.

**ARTICLE I
NAME**

The name of this Corporation is **KEYSTONE CARD SERVICES, INC.**

**ARTICLE II
TERM OF EXISTENCE**

Pursuant to the provisions of Florida Statutes, the existence of the Corporation shall commence upon filing of these Articles. The Corporation shall have perpetual existence thereafter unless dissolved pursuant to Florida Statutes.

**ARTICLE III
NATURE OF BUSINESS**

This Corporation is organized for the following purposes:

- (a) To engage in any and all lawful business of general financing

**ARTICLE IV
POWERS**

The Corporation shall have power:

- (a) To have perpetual succession by its corporate name.
- (b) To sue and be sued, complain and defend in its corporate name in all actions or proceedings.
- (c) To have a corporate seal, which may be altered at pleasure and to use the same by causing it, or a facsimile thereof, to be impressed, affixed or in any other manner reproduced.
- (d) To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- (e) To sell, convey, mortgage, pledge, create a security interest in, lease exchange, transfer and otherwise dispose of all or any part of its property and assets.

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(f) To lend money to and use its credit to assist its officers and employees to the fullest extent permitted by law.

(g) To purchase, take, receive, subscribed for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other municipality or of any instrumentality thereof.

(h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.

(i) To lend money for its corporate purposes, invest and reinvest its funds and take and hold real and personal property as security for the payment of funds so loaned and invested.

(j) To conduct its business, carry on its operations and have officers and exercise the powers granted by this act within or without this state.

(k) To elect or appoint officers and agents of the Corporation and define their duties and fix their compensation.

(l) To make and alter bylaws not inconsistent with these Articles of Incorporation and the laws of this State, for the administration and regulation of the affairs of the Corporation.

(m) To make donations for the public welfare or for charitable, scientific or educational purposes.

(n) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

(o) To pay pensions and establish pension plans, profit-sharing plans, stock bonus plans and other incentive plans for any or all of its directors, officers and employees and for any or all of the directors, officers and employees of its subsidiaries.

(p) To be a promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust or other enterprise.

(q) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE V
Principal Office and Mailing Address

The principal office address of this Corporation shall be:

8201 Midnight Pass Road
Sarasota, FL 34242

and the mailing address shall be:

8201 Midnight Pass Road
Sarasota, FL 34242

ARTICLE VI
Capital Stock

This Corporation is authorized to issue one thousand (1,000) shares of common stock.

ARTICLE VII
Initial Registered Office and Agent

The street address of the initial Registered Office of this Corporation is:

889 N. Washington Boulevard
Sarasota, Florida 34236

and the name of the initial Registered Agent of this Corporation at that address is:

Ann M. Avrutis

ARTICLE VIII
Directors

This Corporation shall have two (2) Directors initially. The number of Directors may be increased from time to time by the Bylaws but shall never be less than two (2) Directors and no more than five (5) Directors. The names and addresses of the initial

Directors of this Corporation who shall serve until their successors are duly elected and qualified are:

Ann M. Avrutis
P.O. Box 1963
Sarasota, Florida 34230

Barbara Gaeta
8201 Midnight Pass Road
Sarasota, Florida 34242

ARTICLE IX
Subscriber

The name and street address of the Incorporator signing these Articles of Incorporation is as follows:

Ann M. Avrutis

ARTICLE X
Special Provisions

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

ARTICLE XI
Indemnification

The Corporation shall indemnify any Director or Officer, or any other former director or officer, to the full extent permitted by law.

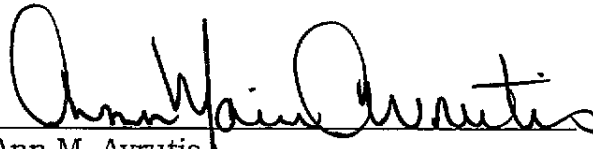
ARTICLE XII
Removal of Directors

The Shareholders of this Corporation shall be entitled to remove any Director from office at any time for any reason whatsoever, whether or not there is cause for removal.

ARTICLE XIII
Amendment

These Articles of Incorporation may be amended in the manner provided by law.

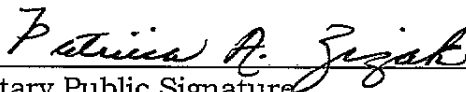
WITNESS my hand and seal at Sarasota, Florida, this 20th day of January, 2000.


Ann M. Avrutis

STATE OF FLORIDA)

COUNTY OF)

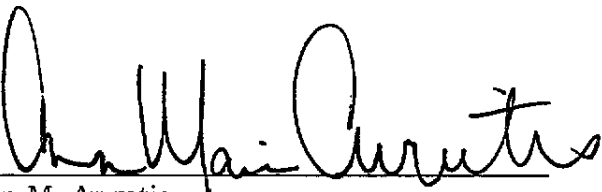
The foregoing instrument was acknowledged before me this 20th day of January, 2000 by Ann M. Avrutis, who are personally known to me ~~or who has~~ produced _____ as identification.


Notary Public Signature
Printed Name _____
My Commission Expires: _____



ACCEPTANCE OF REGISTERED AGENT

The undersigned, having been designated in the foregoing Articles of Incorporation as Registered Agent, hereby agrees to accept said designation; to accept Service of Process; to keep the office open during prescribed hours; to post my name (and any other officers of said Corporation) authorized to accept Service of Process at the above Florida designated address) in some conspicuous place in the office as required by law.


Ann M. Avrutis

JMH/pz

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