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To: Division of Corporations
Fax Number : (850) 922-4001

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

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00 MAY 11 AM 8:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

A FIRST RATE PROCESSING CORPORATION

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION

ARTICLE I - NAME

The name of this corporation is A First Rate Processing Corporation.

ARTICLE II - PRINCIPAL OFFICE

The mailing address of this corporation shall be:

4128 28th Street North
St. Petersburg, Florida 33714

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of one dollar (\$1.00) par value common stock which shall be designated as "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 4128 28th Street North, St. Petersburg, Florida 33714 and the name of the initial registered agent of this corporation at that address is Perry Earle.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation shall initially have three (3) Directors to hold office until the first annual meeting of the stockholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-laws of the Corporation. The names and addresses of the initial Directors are:

Perry Earle
4128 28th Street North
St. Petersburg, FL 33714

Scott Geisler
4128 28th Street North
St. Petersburg, FL 33714

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Rex Wilkinson
4128 28th Street North
St. Petersburg, FL 33714

ARTICLE VII - INCORPORATOR

The name and address of the Incorporator signing these Articles is:

Wade Yeakle
Attorney at Law
4128 28th Street North
St. Petersburg, FL 33714

ARTICLE VIII - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX - INDEMNIFICATION

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

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.

DATED: May 10, 2000.



Wade Yeakle, Incorporator
Attorney at Law

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Certificate designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served.

In compliance with Sec. 607.0501, Florida Statutes, the following is submitted:


First that, A First Rate Processing Corporation, desiring to organize or qualify under the laws of the State of Florida, has named Perry Earle, 4128 28th Street N., St. Petersburg, FL 33714 as its agent to accept service of process within Florida.

Dated: May 10, 2000.


Wade Yeakle, Incorporator

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity. I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of any duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: May 10, 2000.


Perry Earle

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