

PaGo 052799

LAW OFFICES OF HARRIS N. DVORES

2816 E. Robinson St.
Suite 225
Orlando, Florida 32803

Telephone: (407) 895-9970

Facsimile: (407) 895-3870

FILED
00 MAY 22 AM 8:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OUR FILE NO. 1828-1

May 17, 2000

600003262206--4

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

-05/22/00--01127--010
*****78.75 *****78.75

Re: Articles of Incorporation for
PaGo Systems, Inc.

Dear Sir or Madam:

Enclosed herewith please find two originals of the Articles of Incorporation for the above-captioned corporation, as well as a check for your fee. Please return one set of the Articles to the above address.

Please call me if you have any questions. Thank you for your courtesy and cooperation in this matter.

Sincerely,



Harris N. Dvoves

Enclosures

1820\18281ss.1tr

S. Thompson JUN 01 2000

ARTICLES OF INCORPORATION

OF

PAGO SYSTEMS, INC.

FILED
00 MAY 22 AM 8:35
SECRETARY OF STATE
TALLAHASSEE FLORIDA

THE UNDERSIGNED, acting as sole incorporator of PaGo Systems, Inc., under Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I

Name and Office

The name of the corporation shall be PaGo Systems, Inc. and the corporate address shall be 1115 Hollow Pine Dr., Oviedo, FL 32765.

ARTICLE II

Duration

The duration of the corporation is perpetual.

ARTICLE III

General Purposes

The purpose of the corporation is to engage in any acts or activities for which a corporation may be organized under Chapter 607 of the Florida Statutes.

ARTICLE IV

Shares

The aggregate number of shares which the corporation shall have authority to issue is One Thousand (1,000) consisting of a single class of common stock, One Dollar (\$1.00) par value.

ARTICLE V

Initial Registered Office and Agent

The address of the initial Registered Office of the corporation is 2816 East Robinson St.; Suite 225, Orlando, FL 32803 and the initial Registered Agent at such address is Harris N. Dvores.

ARTICLE VI

Initial Board of Directors

The number of Directors constituting the initial Board of Directors of the corporation is four (4). The number of Directors may be increased or decreased from time to time, but in no event shall the number of Directors be less than one (1). The names of the persons who are to serve as initial Directors until the first annual meeting of the shareholders of the corporation or until such successor Directors are elected and shall qualify are as follows:

Thomas S. Payne
1115 Hollow Pine Drive
Oviedo, FL 32765

Geraldine W. Payne
1115 Hollow Pine Drive
Oviedo, FL 32765

Neil C. Payne
1115 Hollow Pine Drive
Oviedo, FL 32765

Mark S. Payne
3460 Marlinspike Dr.
Tampa, FL 33607

ARTICLE VII

Preemptive Rights Granted


Each shareholder of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation.

ARTICLE VIII

Incorporator


The name and address of the sole incorporator of the corporation is: Harris N. Dvores; 225 East Robinson St., Suite 225, Orlando, FL 32803.

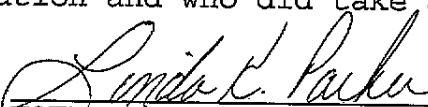
IN WITNESS WHEREOF, these articles have been signed by the undersigned incorporator this 17th day of May, 2000.


Harris N. Dvores
Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 17th day of May, 2000 by Harris N. Dvores, who is personally known to me ~~or who produced~~ as identification and who executed the foregoing Articles of Incorporation and who did take an oath.

 Linda K Parker
My Commission CC779965
Expires November 16, 2002



NOTARY PUBLIC, STATE OF FLORIDA

LINDA K. PARKER
Notary's Name Printed

ACCEPTANCE OF APPOINTMENT BY
INITIAL RESIDENT AGENT

THE UNDERSIGNED, an individual resident of the State of Florida, having been named in Article V of the foregoing Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the corporation.

DATED, this 17th day of May, 2000.


Harris N. Dvores
Registered Agent