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AT YOUR SERVICE TAX & ACCOUNTING, INC.

1623 North Highland Ave.
Clearwater, FL 33755
(727) 443-7511

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

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09/25/00--01147--012

September 18, 2000

122.50 **78.75

RE: UNIVERSAL PAYMENT SERVICES, INC.

To Whom It May Concern:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Respectfully,

Tori Lewis
Accountant

Mailing Address of Corporation:
5718 Orange Grove Ave.
New Port Richey, FL 34652

FILED
00 SEP 25 AM 8:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

00 SEP 25 AM 8:01

Articles of Incorporation
Of
UNIVERSAL PAYMENT SERVICES, INC.
(A Corporation for Profit)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Articles of Incorporation are signed and delivered by the undersigned for the purpose of forming a corporation under the laws of the State of Florida.

Article I – Corporate Name

The name of this corporation is:
Universal Payment Services, Inc.

Article II – Duration

This corporation shall exist perpetually unless dissolved according to Florida law.

Article III – Purpose

This corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

Article IV – Capital Stock

The maximum number of share of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a nominal or par value of \$1.00 per share.

Article V – Principal Office and Initial Registered Office and Agent

The street address of the principal office which is the same as the mailing address and the initial registered office of this corporation is 5718 Orange Grove Ave., New Port Richey, FL 34652, and the name of the registered agent at that address is Judi Mangas.

Article VI – Incorporators

The name (s) and address (es) of the incorporator (s) is/are:

Judi Mangas
5718 Orange Grove Ave.
New Port Richey, FL 34652

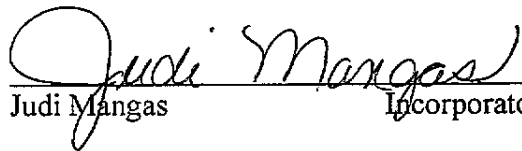
Article VII – Management by Shareholders

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 shareholders of this corporation.

Article VIII – By Laws

The By-laws, agreements, resolutions, and consents of this corporation as adopted by the shareholders shall govern all matters pertaining to the corporation not otherwise set forth in these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation the 20th day of September, 2000.


Judi Mangas Incorporator

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT
Of
UNIVERSAL PAYMENT SERVICES, INC.

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at
5718 Orange Grove Ave., New Port Richey, FL 34652
has named

Judi Mangas

Located at the aforesaid address, as its Registered Agent to accept service of process within this state.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 SEP 25 AM 8:01

FILED

ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.

Judi Mangas
(registered agent)

9-20-00
(date)