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JOSEPH & MAREES
ATTORNEYS AT LAW

RAYMOND B. JOSEPH
MICHAEL J. MAREES
GARY F. JOSEPH

FILED

00 OCT -4 PM 4: 15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

September 28, 2000

Secretary of State
Corporate Division
Post Office Box 6327
Tallahassee, FL 32304

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-10/04/00--01037--017
122.50 **78.75

RE: OFFSHORE MERCHANT SERVICES, INC.

Gentlemen:

I am enclosing herewith an original and a copy of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$122.50 is enclosed which represents the following fees:

Filing fee	\$35.00
Certified copy	\$35.00
Registered Agent fee	<u>\$52.50</u>
Total	\$122.50

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Your prompt attention to this matter would be appreciated.

Very truly yours,

Michael J. Marees
MJM:bl
Enclosures

PH 10/5/00

JOSEPH & MAREES, P.A.

ARTICLES OF INCORPORATION
OF
OFFSHORE MERCHANT SERVICES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation.

1. NAME. The name of this corporation is OFFSHORE MERCHANT SERVICES, INC.

2. PRINCIPAL OFFICE/MAILING ADDRESS: The principal office of the corporation is 155-11 Blanding Blvd., Orange Park, FL 32073. The mailing address of the corporation is 155-11 Blanding Blvd., Orange Park, FL 32073.

3. SHARES. This corporation is authorized to issue 1000 shares, all of one class, at \$1.00 par value.

4. INITIAL REGISTERED OFFICE AND AGENT. The name and street address of the initial registered agent and office of this corporation is as follows:

Kelley Felts
155-11 Blanding Blvd.
Orange Park, FL 32073

5. INCORPORATOR. The name and address of the Incorporator signing these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Kelley Felts	155-11 Blanding Blvd. Orange Park, FL 32073

6. PREEMPTIVE RIGHTS. Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation, that may from time to time be issued (whether or not presently authorized), including shares from the treasury of the corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing

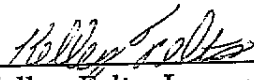
from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

7. PURPOSE. The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

8. DURATION. The period of its duration is perpetual.

9. AMENDMENT OF ARTICLES. 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.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 28th day of September, 2000.



Kelley Felts, Incorporator

CONSENT OF REGISTERED AGENT

HAVING BEEN NAMED as registered agent for the above-stated corporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations of §607.0505, Florida Statutes.

Kelley Felts
Kelley Felts, Registered Agent

STATE OF FLORIDA
COUNTY OF DUVAL

I certify that on this date before me, Karen E. Farber, an officer duly authorized in the state and county named above to take acknowledgments, personally appeared Kelley Felts, [] personally known to me or [] who produced 850512757900 FL Dr Lic as identification and proved to my satisfaction that he/she is the person described above, and who executed the foregoing instrument and he/she acknowledged before me that he/she executed the same.

Executed and sealed by me at Jacksonville, Florida on this 28th day of September, 2000.

Karen E Farber
Notary Public

My Commission Expires:

February 23, 2004



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CLERK OF STATE
TALLAHASSEE, FLORIDA