

Cook & Koch, P.A.

ATTORNEYS AT LAW

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PO00000112121

November 30, 2000

VIA UNITED STATES MAIL

Corporate Records Bureau  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Bankbrand Technologies, Inc.

6000003489766--4  
-12/07/00--01001--018  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Sir or Madam:

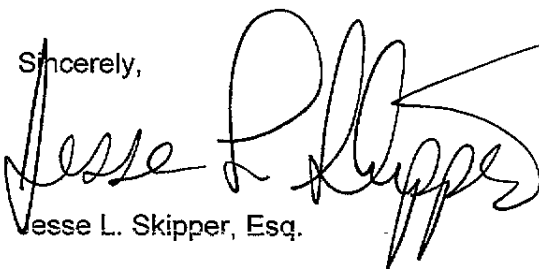
Please find the following enclosed for Bankbrand Technologies, Inc.

1. One original and one (1) copy of the Articles of Incorporation of Bankbrand Technologies, Inc. Please return to my office a certified copy of the Articles of Incorporation.
2. Two executed copies of Acceptance by Registered Agent, to accept service of process.

I would greatly appreciate your issuance of the corporate charter.

Please apply any related fees to our account (#120000000086). Thank you.

Sincerely,

  
Jesse L. Skipper, Esq.

see check

JLS/th

Enclosure(s)

FILED  
00 NOV -6 PM 5:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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12/6



ROBERT F. MILLIGAN  
COMPTROLLER OF FLORIDA

## OFFICE OF THE COMPTROLLER

DEPARTMENT OF BANKING AND FINANCE

STATE OF FLORIDA

TALLAHASSEE

32399-0350

November 14, 2000

Ronald D. Cook  
Cook & Koch, P.A.  
One Tampa City Center, Suite 3010  
201 North Franklin Street  
Tampa, Florida 33602

Dear Mr. Cook:

Re: "Bankbrand Technologies, Inc."

Thank you for your recent letter/fax requesting approval for use of the above-referenced name.

It is the opinion of this Department that the above-referenced corporate name is definitive enough to differentiate the business being conducted from that of a commercial bank or trust company. Therefore, the Department does not object to your use of the above-referenced name being registered to conduct business in the state of Florida.

Sincerely,

Alex Hager  
Director

:kr

cc: Karon Beyer, Chief, Bureau of Corporate Records  
Division of Corporations, Secretary of State's Office

**ARTICLES OF INCORPORATION  
OF  
BANKBRAND TECHNOLOGIES, INC.**

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopt the following Articles of Incorporation:

**ARTICLE ONE  
Name**

- 1.1 The name of the corporation is Bankbrand Technologies, Inc.

**ARTICLE TWO  
Duration**

- 2.1 The term of existence of the corporation is perpetual.

**ARTICLE THREE  
Purpose**

- 3.1 The purpose for which the corporation is organized is to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE FOUR  
Capital Stock**

- 4.1 The aggregate number of shares that the corporation has authority to issue is 10,000, all of which shall be common shares having a \$1.00 par value. The authorized capital stock may be paid for in cash, services or other property at a just value to be fixed by the shareholders of the corporation at any regular or special meeting of the same.

**ARTICLE FIVE  
Preemptive Rights**

- 5.1 Each shareholder of any class of stock of this corporation shall be entitled to preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire any unissued or treasury shares. However, each shareholder shall only have preemptive rights in the portion of shares being issued or sold equal to the proportionate amount of shares then held by the shareholder bears to the total number of shares of the same class then outstanding.

**ARTICLE SIX  
Principal and Registered Offices**

- 6.1 The initial principal office of the corporation is located at 307 Oceanforest Drive North, Atlantic Beach, Florida 32233. The initial mailing address of the corporation is 4023 Tampa Road, Suite 2000, Oldsmar, Florida 34677.

- 6.2 The corporation's initial registered office is Cook & Koch, P.A., One Tampa City Center, Suite 3010, 201 North Franklin Street, Tampa, Florida 33602. The corporation's initial registered agent at that address is Ronald D. Cook, Esq. By signing these Articles of Incorporation, the registered agent accepts the designation and agrees to comply with all provisions of the Florida Statutes relating to that designation, including keeping the registered office open during the appointed hours of operation.

**ARTICLE SEVEN  
Management by Shareholders**

- 7.1 The business of the corporation shall be managed by the shareholders of the corporation rather than by a board of directors. All decisions of the shareholders must be approved by a sixty-five percent (65%) vote of all shareholders.

**FILED**  
00 NOV -6 PM 5:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE EIGHT**  
**Incorporators**

8. The name and address of the incorporator is: Ronald D. Cook, Cook & Koch, P.A., One Tampa City Center, Suite 3010, 201 North Franklin Street, Tampa, Florida 33602.

**ARTICLE NINE**  
**Takeover Provisions**

9.1 The corporation shall not be subject to the provisions of Florida Statutes Section 607.0901, governing affiliated transactions between interested shareholders and the corporation.

9.2 The corporation shall not be subject to the provisions of Section 607.0902, Florida Statutes, governing the acquisition of control shares in the corporation through a control-share acquisition.

9.3 If a control-share acquisition gives the acquiring shareholder a majority or more of all voting power in the corporation, the remaining shareholders shall have no right to dissent if a majority of disinterested shareholders votes to grant full voting rights to the control shares.

**ARTICLE TEN**  
**Commencement of Existence**

10.1 The corporation shall commence its existence on December 1, 2000.

IN WITNESS WHEREOF, the undersigned has subscribed to the foregoing Articles of Incorporation and acknowledge the same under the laws of the State of Florida, this 30th day of November 2000.

**RONALD D. COOK**  
Incorporator



Signature


**RONALD D. COOK**  
Registered Agent



Signature

## AGREEMENT OF REGISTERED AGENT

I hereby agree, as Registered Agent of Bankbrand Technologies, Inc., to accept Service of Process; to keep my office open during prescribed hours; to post my name (and any 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. I am familiar with and accept the obligations of the position of registered agent.

  
\_\_\_\_\_  
Ronald D. Cook

**FILED**  
00 NOV -6 PM 5:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA