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FLORIDA PROFIT CORPORATION OR P.A.  
COMPUPAY ACQUISITION CORP.

Certificate of Status	0
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**ARTICLES OF INCORPORATION  
OF  
COMPUPAY ACQUISITION CORP.**

Pursuant to Chapter 607 of the Florida Statutes (the "Florida Business Corporation Act"), the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

**ARTICLE I - NAME**

The name of the corporation is CompuPay Acquisition Corp. (hereinafter called the "Corporation").

**ARTICLE II - INITIAL PRINCIPAL OFFICE**

The street address of the initial principal office and mailing address of the Corporation is 8300 N.W. 53<sup>rd</sup> Street, Suite 401, Miami, FL 33166.

**ARTICLE III - PURPOSE**

The Corporation is organized for the purpose of transacting any or all lawful business for corporations organized under the Florida Business Corporation Act of the State of Florida.

**ARTICLE IV - CAPITAL STOCK**

The aggregate number of shares which the Corporation shall have the authority to issue is 100 shares of Common Stock, par value \$.01 per share.

**ARTICLE V - INITIAL REGISTERED AGENT**

The street address of the initial registered office of the Corporation is c/o Hunton & Williams, 2 South Biscayne Tower, Suite 2500, Miami, Florida 33131; and the name of the Corporation's initial registered agent at that address is Abigail C. Watts-FitzGerald.

**ARTICLE VI - BOARD OF DIRECTORS**

The number of members of the Board of Directors shall initially be one (1). The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation, but shall never be less than one (1). The manner of election of members of the Board of Directors shall be regulated by the Bylaws of the

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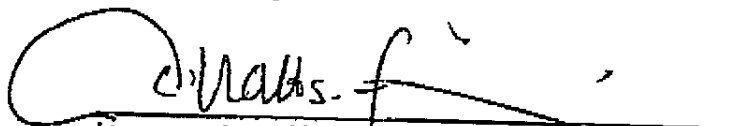
Corporation. The name and address of the person who shall serve as the initial member of the Board of Directors of the Corporation is as follows:

Peter Roth  
CompuPay, Inc.  
8300 N.W. 53<sup>rd</sup> Street, Suite 401  
Miami, FL 33166

#### ARTICLE VII - INCORPORATOR

The name and address of the incorporator is Abigail C. Watts-FitzGerald, Hunton & Williams, 2 S. Biscayne Boulevard, Suite 2500, Miami, Florida 33131.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 5<sup>th</sup> day of January, 2001

  
Incorporator: Abigail C. Watts-FitzGerald

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**CERTIFICATE DESIGNATING THE ADDRESS  
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

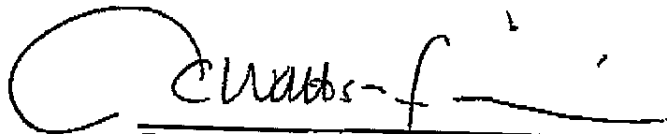
**WITNESSETH:**

That CompuPay Acquisition Corp., desiring to organize under the laws of the State of Florida, has named Abigail C. Watts-FitzGerald, located at Hunton & Williams, 2 S. Biscayne Boulevard, Suite 2500, Miami, Florida 33131, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

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, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with, and accept the duties and obligations of a registered agent outlined in Section 607.0505, Florida Statutes.

Dated this 5<sup>th</sup> day of January, 2001.

  
Registered Agent

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