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Florida Department of State
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FLORIDA PROFIT CORPORATION OR P.A.

Sterling Payment Technologies, Inc.

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
STERLING PAYMENT TECHNOLOGIES, INC.

The undersigned subscriber hereby files these Articles of Incorporation with the Secretary of State of the State of Florida, for the purpose of forming a corporation for profit in accordance with the Florida Business Corporation Act, Chapter 607 of the Florida Statutes.

ARTICLE ONE
NAME AND MAILING ADDRESS OF CORPORATION

The name of this corporation is Sterling Payment Technologies, Inc. (the "Corporation"). The mailing address of the Corporation is 4510 Sylvan Ramble, Tampa, Florida 33609.

ARTICLE TWO
CAPITAL STOCK

The Corporation is authorized to issue 8,000,000 shares of \$.01 par value common stock.

ARTICLE THREE
CORPORATE EXISTENCE AND DURATION

The period of duration of the Corporation shall be perpetual commencing on the date of execution and acknowledgement of these Articles.

ARTICLE FOUR
INITIAL REGISTERED OFFICE AND REGISTERED AGENT


The street address of the initial registered office of the Corporation is 4510 Sylvan Ramble, Tampa, Florida 33609, and the initial registered agent is Paul L. Hunter. The Board of Directors may, from time to time, move the location of the registered office to any other address in Florida, and may, from time to time, change the registered agent of the Corporation.

ARTICLE FIVE
NAME AND ADDRESS OF INCORPORATOR

The name and street address of the incorporator is: Paul L. Hunter at 4510 Sylvan Ramble, Tampa, Florida 33609.

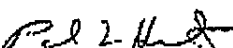
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IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 9th day of January, 2001.


Paul L. Hunter, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Paul L. Hunter, having been designated to act as the registered agent of Sterling Payment Technologies, Inc., hereby agrees to act in that capacity.


Paul L. Hunter, Registered Agent

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