

PO1000007438

January 5, 2001

Division of Corporations, New Corporations
POB 6327
Tallahassee, FL 32314

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 JAN 19 PM 3:32

Dear Sir,

Enclosed is our check for \$78.75 for
Netcash, Inc. for a certified copy of the articles of
incorporation and a certificate of incorporation.

Please return the documents to:

Ben H. Moore
1400 West Fairbanks Avenue, Ste 201
Winter Park, FL 32789

Thank you for your attention to this matter.

Sincerely,



Ben H. Moore

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1001-853

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*****78.75 *****78.75

1/19/01



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SECRETARY OF STATE
DIVISION OF CORPORATIONS

01 JAN 19 PM 3:32

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 11, 2001

BEN H. MOORE
1400 WEST FAIRBANKS AVENUE
SUITE 201
WINTER PARK, FL 32789

SUBJECT: NETCASH, INC.
Ref. Number: W01000000853

We have received your document for NETCASH, INC.. However, the document has not been filed and is being returned for the following:

The registered agent must have a Florida street address. A post office box, personal mail box (PMB), or mail drop-box address is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 301A00001625

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DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

01 JAN 19 PM 3:32

Netcash, Inc.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

Netcash, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

19223 N. 36th Street
Phoenix, AZ 85050

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1000 shares @ \$1.00 par value

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Ben H. Moore
1400 W. Fairbanks Ave, Ste 201
Winter Park, FL 32789

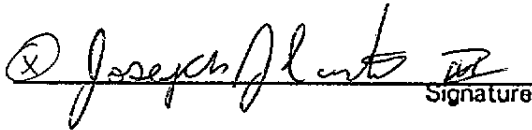
ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Joseph Curto, III
19223 N. 36th Street
Phoenix, AZ 85050

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

30th day of November, 19 2000.


Signature

Signature

Signature

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Netcash, Inc.

2. The name and address of the registered agent and office is:

Ben H. Moore
(Name)

1400 W. Fairbanks Ave, Ste 201
(P.O. Box not acceptable)

Winter Park, FL 32789
(City/State/Zip)

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Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Ben H. Moore
(Signature)

12/18/00
(Date)