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FILED

01 JAN 29 PM 1:44

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Secretary of State  
P.O. Box 6327  
Tallahassee, FL 32314

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-01/29/01--01111--017

\*\*\*122.50 \*\*\*\*\*78.75

Date: January 16, 2001

RE: Merchant's Advantage South, Inc.

Dear Sir/Madam;

Enclosed is an original and one (1) copy of the Articles of Organization for the above referenced name. Also enclosed is a check in the sum of \$122.50 to cover your filing fee and cost of certified copy.

Kindly forward the certified copy to this office at your earliest convenience.

Thank you for your kind attention.

Very truly yours,

Marc Glazer

10400 Griffin Rd., Suite 101, Cooper City, Florida 33328

Toll Free: 877-411-NOW1 Phone: 954-252-9177

D. BROWN JAN 30 2001

**ARTICLES OF INCORPORATION**  
**OF**  
**MERCHANT'S ADVANTAGE SOUTH, INC.**

**FILED**  
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- ARTICLE I.** The name of this corporation is Merchant's Advantage South, Inc., operating at 1800 NW 69<sup>th</sup> Avenue, Suite 201, Plantation, FL 33313.
- ARTICLE II.** This corporation shall have perpetual existence, unless sooner dissolved according to law.
- ARTICLE III.** This corporation is organized for the following purpose: Any lawful purpose.
- ARTICLE IV.** This corporation is authorized to issue One Thousand (1000) shares of common stock having a par value of \$1.00 per share.
- ARTICLE V.** The street address of the initial registered office of this corporation is: 1800 NW 69<sup>th</sup> Avenue, Suite 201, Plantation, FL 33313, and the name of the initial registered agent of this corporation at that address is Marc Glazer.
- ARTICLE VI.** This corporation shall have 2 Directors initially. The number of directors may be increased or diminished from time to time by By-Laws, but shall never be less than one. The name and address of the initial directors of this corporation is: Marc Glazer, 1800 NW 69<sup>th</sup> Avenue, Suite 201, Plantation, FL 33313 and Phil Cervone, 775 Park Avenue, Suite 262, Huntington, NY 11743.
- ARTICLE VII.** The name and street address of the person signing these Articles of Incorporation is: Marc Glazer, 1800 NW 69<sup>th</sup> Avenue, Suite 201, Plantation, FL 33313.
- ARTICLE VIII.** The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.
- ARTICLE IX.** This corporation shall have all the corporate powers enumerated in the Florida General Corporation Act.
- ARTICLE X.** This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.
- ARTICLE XI.** These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote on said issue, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

