

P01000033535

TRANSMITTAL LETTER

01 MAR 29 AM 10:01
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: _____
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

100003930211--1
-03/29/01--01108--005
*****78.50 *****78.50

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: _____
Name (Printed or typed)

954-835-9000
IKON OFFICE SOLUTIONS
490 SAWGRASS CORPORATE PARKWAY
SUNRISE FL 33325-6253
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF
MERCHANTS ELECTRONIC NETWORK, INC.

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ARTICLE ONE

The name of the corporation is Merchants Electronic Network, Inc. but said corporation may use such other names, marks and designations as is authorized by the corporate By-Laws and laws of the State of Florida.

ARTICLE TWO

The period of its duration is perpetual unless dissolved voluntarily or by action of law. This corporation shall commence its corporate existence upon filing with the Secretary of State of the State of Florida.

Corporation address: 12163 Cuddington Court
Wellington, FL 33414

ARTICLE THREE

The purpose for which the corporation is organized is the transaction of any or all-lawful business for which corporations may be incorporated under the Florida Corporation Act.

ARTICLE FOUR

The aggregate number of shares which the corporation shall have authority to issue is One Million (1,000,000) of no par value. But, the By-Laws of said corporation may authorize additional shares of stock of the same or different class with the same or different par value.

ARTICLE FIVE

The corporation will not commence business until it has received for the issuance of shares consideration of the value of \$1,000,000.00 consisting of money, labor done or property actually received.

ARTICLE SIX

The Registered Agent and street address of the initial registered office of this Corporation in the State of Florida shall be:

John Serafini
12163 Cuddington Court
Wellington, FL 33414
(561) 333-4762

Corporation address is the same.

ARTICLE SEVEN

The number of directors constituting the initial board of directors is three (3), and the names and addresses of the persons who are to serve as directors are listed below. The number of directors may be increased or subsequently decreased, from time to time, in accordance with the laws of the State of Florida and By-Laws of the corporation.

Name	Mailing Address
John Serifini	12163 Cuddington Court Wellington, FL 33414
Richard A. Bandemer	10552 Plainview Cir. Boca Raton, FL 33498
Robert Cooper	16531 23 rd street Sunset Beach, Ca 90742

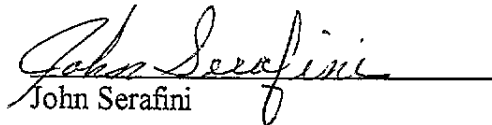
ARTICLE EIGHT

The Board of Directors is empowered to make, alter or repeal the By-Laws of the corporation without restriction of their powers conferred by statute.

ARTICLE NINE

The name and address of each incorporator is:

Name	Mailing Address
John Serafini	12163 Cuddington Court Wellington, FL 33414


John Serafini

ARTICLE TEN

The powers of the incorporators cease upon filing of the Articles of Incorporation.

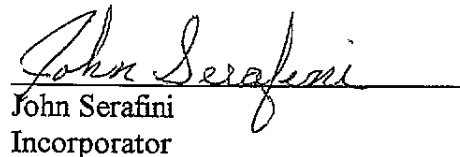
ARTICLE ELEVEN

This corporation shall indemnify and hold harmless any officer or director of the corporation to the full extent of the Law.

ARTICLE TWELVE

This corporation reserves the right to amend or appeal any provisions contained in these Articles of Incorporation or any amendment thereto and any right conferred upon the Shareholders is subject to this reservation.

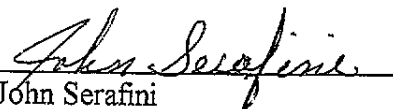
The undersigned incorporator has executed the foregoing Articles of Incorporation of Merchants Electronic Network, Inc., on this the 5th day of March 2001, by John Serafini, as Incorporator.


John Serafini
Incorporator

ACCEPTANCE BY REGISTERED AGENT
for
MERCHANTS ELECTRONIC NETWORK, INC.

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I HEREBY AM FAMILIAR WITH AND ACCEPT THE DUTIES AND
RESPONSIBILITIES AS REGISTERED AGENT FOR SAID CORPORATION.


John Serafini

REGISTERED AGENT