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LAW OFFICES OF
ROBERT M. BAKER, P.A.
SUITE 201
8181 WEST BROWARD BOULEVARD
PLANTATION, FLORIDA 33324

ROBERT M. BAKER
MEMBER FLORIDA AND ILLINOIS BAR

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April 4, 2001

Department of State
Divisions of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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-04/09/01--01073--004
*****70.00 *****70.00

RE: TOTAL MERCHANT PROCESSING SOLUTIONS, INC.

Dear Sir or Madam:

Enclosed are the original and one copy of the Articles of Incorporation for the above named proposed Florida corporation. Also, enclosed is a check in the amount of \$70.00, representing payment of the following:

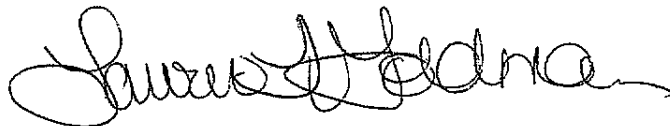
Filing Fee	\$35.00
Registered Agent Designation	\$35.00
Total Fee	\$70.00

Please file the enclosed Articles of Incorporation and return a copy to the undersigned.

Thank you for your courtesies in this matter.

Very truly yours,

ROBERT M. BAKER, P.A.



LAURIE J. GOLDMAN
Secretary to
ROBERT M. BAKER

Enclosures

FILED
01 APR -9 AM 9:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4-13-01
WCL

ARTICLES OF INCORPORATION
OF

TOTAL MERCHANT PROCESSING SOLUTIONS, INC.

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be:

TOTAL MERCHANT PROCESSING SOLUTIONS, INC.

ARTICLE II - NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and of this date.

ARTICLE III- CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is Five Hundred (500) shares of common stock, each share having par value of One (\$1.00) DOLLAR.

ARTICLE IV - INITIAL CAPITAL

The amount of the capital with which this corporation shall begin is Five Hundred (\$500.00) DOLLARS.

ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI - DIRECTORS

The corporation shall have one (1) Director initially, whose name and address is:

ANTHONY G. CURTISS 926 S.W. 118th Terrace
Davie, Florida 33325

ARTICLE VII - ADDRESS

The initial street address of the principal office of this corporation is 926 S.W. 118th Terrace, Sunrise, Florida 33325.

FILED
01 APR -9 AM 9:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VIII - REGISTERED AGENT

The Registered Agent for the corporation shall be ANTHONY G. CURTISS.

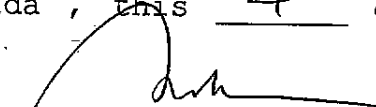
ARTICLE IX - SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation is as follows:

ROBERT M. BAKER, ESQUIRE

ROBERT M. BAKER, P.A.
8181 West Broward Boulevard
Suite 201
Plantation, Florida 33324

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the Laws of the State of Florida, this 4 day of April, 2001.

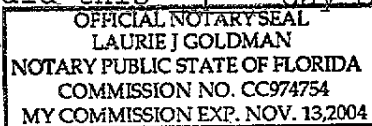


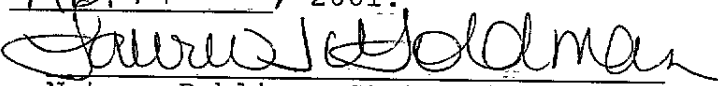
ROBERT M. BAKER

STATE OF FLORIDA/COUNTY OF BROWARD

I hereby certify that on this day, before me, an officer duly authorized in the State of Florida, County of Broward, that the foregoing instrument was acknowledged before me this 4 day of April, 2001 by ROBERT M. BAKER, who is personally known to me.

WITNESS my hand and official seal in the County and State last aforesaid this 4 day of April, 2001.





Notary Public - State of Florida

Laurie J. Goldman
Printed Notarial Signature

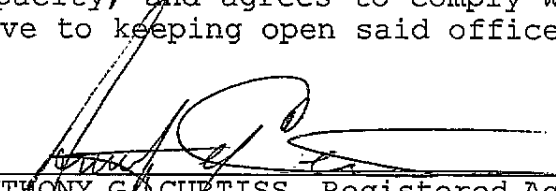
My commission expires:

FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING IN PURSUANCE OF Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

First, that TOTAL MERCHANT PROCESSING SOLUTIONS, INC. desiring to organize under the Laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, at City of Davie, County of Broward, State of Florida, has named ANTHONY G. CURTISS, 926 S.W. 118th Terrace, Davie, Florida 33325 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 place designated in this Certificate, I hereby accept to act in this capacity, and agrees to comply with the provision of said Act relative to keeping open said office.



ANTHONY G. CURTISS, Registered Agent

FILED

01 APR -9 AM 9:10

SECRETARY OF STATE
TALLAHASSEE, FLORIDA