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April 20, 2001

FILED
01 APR 20 AM 11:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Smart Pay, Inc.

P010000040187

Filing Evidence

☒ Plain/Confirmation Copy

☐ Certified Copy

Type of Document

☐ Certificate of Status

☐ Certificate of Good Standing

☐ Articles Only

☐ All Charter Documents to Include
Articles & Amendments

☐ Fictitious Name Certificate

☐ Other

Retrieval Request

☐ Photocopy

☐ Certified Copy

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NEW FILINGS	
X	Profit
	Non Profit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of RA Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Reports
	Fictitious Name
	Name Reservation
	Reinstatement

REGISTRATION/QUALIFICATION	
	Foreign
	Limited Liability
	Reinstatement
	Trademark
	Other

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DIVISION OF CORPORATION

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**ARTICLES OF INCORPORATION
OF
SMART PAY, INC.**

The undersigned Incorporator of these Articles of Incorporation hereby forms a professional service corporation (the "Corporation"), pursuant to Chapter 607, Florida Statutes.

ARTICLE I - NAME

The name of the Corporation is Smart Pay, Inc.

ARTICLE II - BUSINESS OF THE CORPORATION

The general nature of the business to be transacted by the Corporation is to engage in any legal and lawful act or activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one (1) time is ten thousand (10,000) shares of common stock, having a nominal or par value of one cent (\$0.10) per share.

ARTICLE IV - TERM OF EXISTENCE

The Corporation is to exist and shall commence existence upon the date of filing these Articles of Incorporation with the Secretary of State of Florida.

**ARTICLE V - PRINCIPAL ADDRESS OF INITIAL
PLACE OF BUSINESS, REGISTERED OFFICE AND AGENT**

The initial street address of the principal place of business of the Corporation is:

9524 Blind Pass Road
Suite 16
St. Petersburg Beach, FL 33706

The street address of the initial registered office of the Corporation is:

Mohip & Burnett
215 Verne Street
Suite B
Tampa, FL 33606

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The name and street address of the initial registered agent of the Corporation are as follows:

John Burnett
Attorney
Mohip & Burnett
215 Verne Street
Suite B
Tampa, FL 33606

ARTICLE VI – INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as Incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
John Burnett <i>Attorney</i>	Mohip & Burnett 215 Verne Street Suite B Tampa, FL 33606

ARTICLE VII – INDEMNIFICATION

Each director and officer of the Corporation, in consideration of such director's services, shall be indemnified, whether then in office or not, for the reasonable costs and expenses incurred by such director in connection with the defense of, or for advice concerning, any claim asserted or proceeding brought by reason of that director being or having been a director or officer of the Corporation or of any subsidiary of the Corporation, whether or not wholly owned by the Corporation; or by reason of any act or omission to act as such director or officer; provided that the director shall not have been derelict in the performance of his/her duties as to the matter or matters with respect to which such claim is asserted or proceeding brought. The foregoing right of indemnification shall not be exclusive of any other rights of which any director or officer may be entitled as a matter of law.

ARTICLE VIII – INTERLOCKING OFFICERS AND DIRECTORS

No contract or other transaction between the Corporation and any other firm or corporation shall be affected or invalidated by reason of the fact that any one (1) or more of the directors or officers of the Corporation is interested in, or is a member,

shareholder, director or officer of, such other firm or corporation. Any director or officer, individually or jointly, may be a party to, or may be interested in, any contract or transaction of the Corporation or in which the Corporation is interested. No contract, act or transaction of the Corporation with any person or persons, firm, association or corporation, shall be affected or invalidated by reason of the fact that any director or officer of the Corporation is a party to, or is interested in, such contract, act or association or corporation. Each and every person who may become a director or officer of the Corporation is hereby relieved from any liability that might otherwise exist from this contracting with the Corporation for the benefit of such person or any firm, association or corporation in which such person may be interested.

ARTICLE IX – STOCK RESTRICTIONS

No shareholder of the Corporation may enter into a voting trust agreement or any other type of agreement vesting or attempting to vest in another person the authority to exercise the voting power of any or all of the stock of such shareholder. The shareholders of the Corporation shall have the power to include in the bylaws any regulatory or restrictive provisions regarding the sale, transfer or other disposition of any of the outstanding shares of the Corporation by any of its shareholders or in the event of the death of any of the Corporation's shareholders. No shareholder of the Corporation may sell or transfer such shareholder's shares therein except to another individual who is eligible to be a shareholder of the Corporation, and such sale or transfer may be made only after the same shall be approved at a shareholders' meeting especially called for such purpose.

ARTICLE X – AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law, including by not limited to those provisions in the Florida Statutes. All of the rights of the shareholders of the Corporation are subject to this reservation.

ARTICLE XI – BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.


ARTICLE XII – I.R.C. SECTION 1244

It is the intent of the Incorporator and the Corporation to qualify the shares of stock issued by the Corporation as "Section 1244 Stock" pursuant to Section 1244 of the Internal Revenue Code of 1986.

ARTICLE XIII – SUBCHAPTER "S" ELECTION

It is the intent of the Incorporator and the Corporation to file the appropriate Subchapter "S" Internal Revenue Code Election (IRS Form 2553) at the organizational meeting of the Corporation.

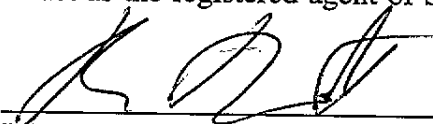
IN WITNESS WHEREOF, I, the Incorporator, have executed these Articles of Incorporation this 16th day of April, 2001.



John Burnett
Incorporator

ACCEPTANCE BY REGISTERED AGENT

John Burnett, having been designated to act as the registered agent of Smart Pay, Inc., hereby agrees to act in that capacity.



John Burnett

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