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Cloud Consulting, Inc.

2709 Blair Stone Lane, Tallahassee, Florida 32301
Telephone (850) 402-0105 Facsimile (850) 402-0795
E-mail: cloud@cloudcinc.com

Monday, April 23, 2001

Hand Delivered

Secretary of State
Bureau of Corporate Records
409 East Gaines Street
Tallahassee, FL 32314

RE: Articles of Incorporation
For Qualyvalue, Inc.


Dear Sir or Madam:

Enclosed, please find the original and one copy of the Articles of Incorporation prepared for the above named company. Beginning date for this corporation is April 23, 2001. Also enclosed, please find check number 3590, in the amount of \$87.50. This will cover the filing fee, a certified copy of the Articles of Incorporation and a Certificate of Good Standing.

As soon as the filing is complete and copies are ready please have someone contact our office for personal pick up. If you have any questions please feel free to contact us at your earliest possible convenience.

Thank you for your time and attention to this matter.

Sincerely,


Wade Cloud, President
Cloud Consulting

WC/lde
Enclosures



ARDA

Chairman's League Member

APR 23 PM 12:56

FILED

AND

APPROVED

SECRETARY OF STATE

TALLAHASSEE, FLORIDA

RECEIVED

01 APR 23 PM 12:40

DIVISION OF CORPORATION

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**ARTICLES OF INCORPORATION
OF
QUALYVALUE, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 APR 23 PM 12:56

APPROVED
AND
FILED

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

ARTICLE I NAME

The name of the corporation shall be:

Qualyvalue, Inc.

The address of the principal office of this corporation shall be 7529 Fenwick Cove Lane, Orlando, Florida 32819, and the mailing address of the corporation shall be the same.

ARTICLE II NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the State of Florida.

ARTICLE III CAPITOL STOCK

The maximum number of shares of stock that the corporation is authorized to issue or have outstanding at any one time is 1,000 shares of common stock at a par value of \$1.00 per share.

ARTICLE IV REGISTERED AGENT

The name and street address of the initial registered agent of the corporation shall be:

Robert Wade Cloud
c/o Cloud Consulting, Inc.
2709 Blair Stone Lane
Tallahassee, FL 32301

ARTICLE V TERM OF EXISTENCE

The corporation's term of existence is perpetual.

ARTICLE VI OFFICERS

The name and address of the initial officer of the corporation who shall hold office for the first year of the corporation, or until a successor(s) are elected or appointed is:

Paul Michael Jebailey, President
7529 Fenwick Cove Lane
Orlando, Florida 32819

ARTICLE VII BOARD OF DIRECTORS

The corporation shall have an initial Board of Directors consisting of one (1) person. The number of Directors may be increased or from time by a resolution of the majority of the stockholders but shall never be less than one. The name and address of the initial Director of this corporation is:

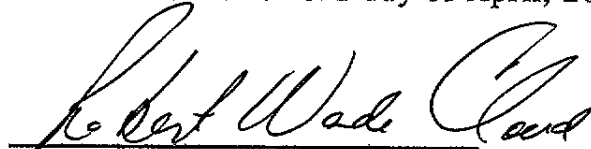
Paul Michael Jebailey
7529 Fenwick Cove Lane
Orlando, Florida 32819

ARTICLE VIII INCORPORATORS

The name and street address of the incorporator to these Articles of Incorporation is:

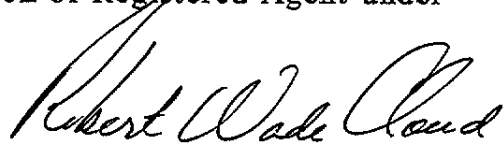
Cloud Consulting, Inc.
c/o Robert Wade Cloud
2709 Blair Stone Lane
Tallahassee, FL 32301

IN WITNESS WHEREOF, the undersigned incorporator has set his hand and seal this 23rd day of April, 2001.


Robert Wade Cloud, Incorporator

ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN ARTICLES OF INCORPORATION OF
CARD SERVICES INTERNATIONAL of FLORIDA, INC.

I, Robert Wade Cloud, having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, am familiar with and accept the obligations of the position of Registered Agent under Section 607.0505 of the Florida Statutes.



Robert Wade Cloud
for Cloud Consulting, Inc.
Registered Agent

APPROVED
AND
FILED

01 APR 23 PM 12:56

SECRETARY OF STATE
TALLAHASSEE, FLORIDA