

PO1000044253

CARLA DELOACH BRYANT, P.A.
JOHNSON & BRYANT
ATTORNEYS and COUNSELORS AT LAW

1201 SOUTH ORLANDO AVENUE, SUITE 350, WINTER PARK, FL 32789
TELEPHONE: 407.740.5005 FACSIMILE: 407.740.5025
e-mail: cdbattorney@mpinet.net

July 31, 2001

Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Filing Articles of Incorporation

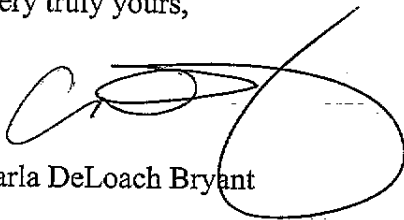
Dear Sir / Madam:

Enclosed for filing are the Articles of Incorporation of the Alliance Processing Resource, Inc., along with a firm check in the amount of \$43.75 for payment of the filing fee for the Amendment to Articles of Incorporation (\$35.00), and Certificate of Status fee (\$8.75).

Thank you for your prompt response to this matter and if you have any questions, please do not hesitate to contact our office.

I remain

Very truly yours,



Carla DeLoach Bryant

CDB/cd
Enclosures

900004515019--1

-08/03/01--01087--007

*****43.75 *****43.75

FILED
01 AUG -3 PM12:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

S. PAYNE AUG - 3 2001

**AMENDMENT TO
ARTICLES OF INCORPORATION
OF
ALLIANCE PROCESSING RESOURCE, INC.**

FILED

01 AUG -3 PM 12:08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the articles of incorporation:

ARTICLE I

NAME

The name of the Corporation is: Alliance Processing Resource, Inc.

ARTICLE II

PRINCIPAL OFFICE AND REGISTERED AGENT

The principal place of business and mailing address of the corporate office is 141 Eastpark Drive, County of Osceola, City of Celebration, State of Florida 34747. The name and address of the registered agent of the corporation is:

Carla DeLoach Bryant
1201 South Orlando Avenue, Suite 350
Winter Park, Florida 32789

ARTICLE III

PURPOSE

This corporation is organized for the following purposes:

1. The purpose of the corporation is to provide credit card processing.
2. To own property, enter into contracts, and to carry on any business necessary or incidental to the accomplishment or furtherance of the purposes or objects of this corporation.

ARTICLE IV

SHARES

The total number of shares of stock which the corporation shall be authorized to issue or have outstanding at any one time is 100 shares.

ARTICLE V

INITIAL BOARD OF DIRECTORS

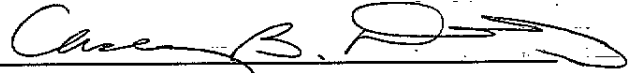
The names and addresses of the initial board of directors are:

Thomas Pouliot
141 Eastpark Drive
Celebration, FL 34747

Casey DeLoach
1342 Campbell Street
Orlando, FL 32806

The Amendment was adopted by the shareholders and approved by the Board of Directors on June 22, 2001.

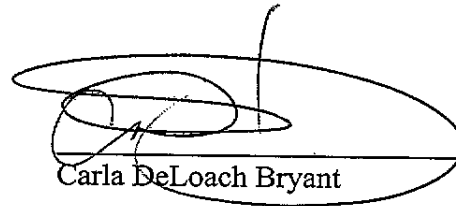
The undersigned Board of Director of the corporation, has executed these Articles of Incorporation at The Law Offices of Carla DeLoach Bryant, 1201 South Orlando Avenue, Suite 350, Winter Park, Florida 32789.


Casey DeLoach

ACCEPTANCE AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent.

Signed this 28 day of July, 2001.



Carla DeLoach Bryant