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11911 U.S. Highway One
Suite 308
North Palm Beach FL 33408

May 9, 2001

State of Florida
Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Articles of Incorporation
People Check USA, INC.

FILED
01 MAY 11 AM 8:37
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Dear State of Florida:

Enclosed are two original Articles of Incorporation for People Check USA. Also enclosed is a check in the amount of \$78.75 for the filing fee.

Please return an original certified copy with charter number to my attention. I have enclosed a Federal Express prepaid airbill for overnight return of the certified copy.

Thank you.

Very truly yours,

Gary T. Bodley

gtb/pas
Enclosures

Gary GAVE
AUTHORIZATION BY PHONE TO
CORRECT subject
DATE 5/16/01
DOC. EXAM Dale A. White

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*****78.75 *****78.75

D. WHITE MAY 16 2001 6✓

ARTICLES OF INCORPORATION

OF

PEOPLE CHECK USA, INC.

FILED

01 MAY 11 AM 8:37

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned Incorporator, competent to contract, and where required, duly licensed to render the services mentioned in Article II - Purpose, hereby organize and incorporate a business for profit under the laws of the State of Florida.

Article I - Name

The name of the Corporation shall be PEOPLE CHECK USA, INC.

Article II - Purpose

The Corporation is formed to engage in and conduct any activity or business permitted under the laws of the United States and of this State.

Article III - Capital Stock

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having a nominal or par value of \$1.00 per share. All of said stock shall be issued as fully paid and non-assessable.

The Corporation may restrict the transfer of the shares of its capital stock by any provisions duly recited or referred to on the certificates affected thereby.

Except as may otherwise be provided by the Board of Directors, no holder of any shares of the stock of the Corporation shall have any pre-emptive rights to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

The Corporation shall have the power to create and issue rights, warrants, or options entitling the holders thereof to purchase from the Corporation any shares of its capital stock, upon such terms and conditions and at such times and prices as the Board of Directors may provide, which terms and conditions shall be

incorporated in an instrument or instruments evidencing such rights.

In the absence of fraud, the judgment of the Directors as to the adequacy of consideration for the issuance of such rights or options and the sufficiency thereof shall be conclusive.

Article IV - Initial Capital

The Corporation will commence business with not less than \$500.00 of its capital stock fully paid in and issued.

Article V - Terms of Existence

This Corporation shall have perpetual existence unless sooner dissolved according to law. Provided other requirements of the law are satisfied, corporate existence shall begin at the time of acknowledgment of these Articles or upon the date of receipt by the Secretary of State if not received by said office within five days of said acknowledgment.

Article VI - Address

The principal office of the Corporation shall be 11911 U.S. Highway One, Suite 308, North Palm Beach, FL 33408. The Board of Directors, may, from time to time, move the principal office to any other address in the State of Florida, or establish such branch offices as may be deemed desirable.

Article VII - Director(s)

The Corporation shall have not less than one (1) nor more than nine (9) Directors. The number of Directors shall be determined by the Stockholders at their annual meeting.

Article VIII - Initial Director(s)

The following are the name(s) and address(es) of the first Board of Directors who shall hold office until their successor(s) is/are elected:

GARY T. BODLEY

11911 U.S. Highway One, Ste. 308
North Palm Beach, FL 33408

Article IX - Incorporator(s)

The following name and address of the Incorporator(s) is as follows:

GARY T. BODLEY

11911 U.S. Highway One, Ste. 308
North Palm Beach, FL 33408

Article X - Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 250 Tequesta Drive, Suite 200, Tequesta, Florida 33469 and the name of the initial registered agent of this Corporation at that address is Patrick Cicalese, Esq.

Article XI - Amendment

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles in the manner now or hereafter prescribed by law and all rights conferred on Stockholders herein are granted subject to this reservation.

Article XII - Powers

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

IN WITNESS WHEREOF, I, the undersigned Incorporator, have hereunto set my hand and seal this 5th day of ^{May}~~February~~, 2001 for the purpose of forming this Corporation under the laws of the State of Florida and I hereby make and cause to be filed in the Office of the Secretary of State of the State of Florida, these Articles of Incorporation and certify that the facts herein stated are true.



GARY T. BODLEY

COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared Gary T. Bodley, who is well known to be the person described in and who executed the foregoing instrument and she acknowledged before me that she executed the same for the purposes therein expressed.

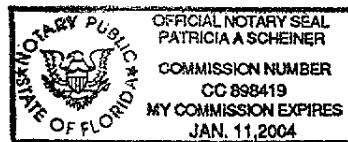
WITNESS my hand and official seal this 8 day of ^{May}~~February~~, 2001.

Patricia A. Scheiner

NOTARY PUBLIC

My Commission Expires:

(N.P. SEAL)



Certificate Designating Place of Business or
Domicile for the Service of Process within this State,

Patrick Cicalese, Esq.
250 Tequesta Drive, Suite 200
Tequesta, Florida 33469

In pursuance of Chapter 48.091, Florida Statutes, the following is
submitted, in compliance with said Act:

That PEOPLE CHECK USA ^{INC.} desires to organize under the laws of the
State of Florida with its principal office, as indicated in the
Articles of Incorporation in the Town of Jupiter, County of Palm
Beach, State of Florida, and has named Patrick Cicalese, Esq., at
250 Tequesta Drive, Suite 200, Tequesta, Florida 33469 as its agent
to accept service of process within this State.

Acknowledgment by Designated Agent

Having been named to accept service of process for the above
stated Corporation, at the place designated in this Certificate, I
hereby accept to act in this capacity and agree to comply with the
provisions of said Act relative to keeping open said office.


PATRICK CICALEASE

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TALLAHASSEE FLORIDA