

Melendez
& Associates
Accountants

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P01000055833

May 24, 2001

Secretary Of State
Division of Corporation
P.O. Box 6327
Tallahassee, Fl. 32314

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-05/31/01--01029--002
*****78.75 *****78.75

Re: Bay Checks, Inc.
507 North Federal Hwy.
Boynton Beach, Fl. 33435

Niye, Inc.
4582 Carthage Circle N.
Lake Worth, Fl. 33463

Dear Sirs,

Enclosed find the Articles of Incorporations for the above named subscribers, along with the fees required to cover the Incorporation fees.

Thanking you in advance for your kind consideration.

Mary
Sincerely,

01 MAY 31 PM 12:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

✓ T. Burch JUN 6 2001

**Articles of Incorporation
of
BAY CHECKS, INC.**

**Article I
Name**

Bay Checks, Inc.
507 North Federal Highway
Boynton Beach, Florida 33435

FILED
01 MAY 31 PM 12:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Article II
Duration**

This corporation shall have perpetual existence.

**Article III
Purpose**

This corporation is organized for the transaction of any and all lawful business as allowed under the laws of the State of Florida with respect to corporations, as those now exist or as they may hereafter provide.

**Article IV
Capital Stock**

This organization is authorized to issue 1000 shares of **ONE DOLLAR**, (\$1.00) par value common stock.

**Article V
Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is:
507 North Federal Highway, Boynton Beach, FL 33435
The name of the initial registered agent of this corporation is:
Jorge L. Hernandez

Article VI
Incorporators

The name and address of the person signing these articles is:

Jorge L. Hernandez
507 North Federal Highway
Boynton Beach, Florida 33435

Article VII
Powers

This corporation shall have all of the corporate powers enumerated in Florida Statutes Section 607.0302.

Article VIII
Indemnification

This corporation shall to the fullest extent permitted by the provisions of Florida Statutes 607.0850, as the same may be amended and supplemented, indemnify under said provision from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity while holding such office, and shall inure to the benefit of the heirs executors and administrators of such a person.

Article IX
Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

Article X
Bylaws

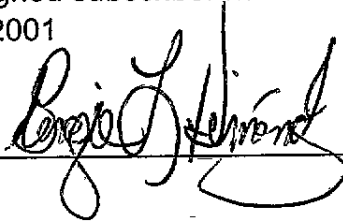
The bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide such bylaw as not being subject to amendment or repeal by the directors.

Article XI
Beginning of Corporate Existence

Corporate existence shall begin upon receipt of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation
this 23rd day of May, 2001

Signature

A handwritten signature in black ink, appearing to read "Brian J. Hines", is written over a horizontal line. The signature is stylized with a large, looped initial "B".

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN THIS STATE NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

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

Bay Checks, Inc. to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation has named Jorge L. Hernandez of 507 North Federal Highway, Boynton Beach, Florida 33435, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above state 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.



Registered Agent

FILED
01 MAY 31 PM 12:15
SECRETARY OF STATE
TALLAHASSEE FLORIDA