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A.B.S. PARALEGAL AND TAX SERVICES, Inc.

7628-5 103rd Street  
Jacksonville, FL 32210  
904-777-1533

July 10, 2001

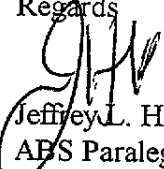
Department of State  
Division Of Corporations  
P.O. BOX 6327  
Tallahassee, FL 32314

RE: Articles of Incorporation

Dear Sir:

Please find enclosed the original and 1 copy of the Articles of Incorporation for Alpha Payment Systems, Inc.. If you have any questions, please contact me at 904-777-1533.

Regards

  
Jeffrey L. Hill  
ABS Paralegal  
7628-5 103rd St.  
Jacksonville, FL 32210

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-07/11/01-01060-021  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

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-07/11/01-01067-001  
\*\*\*\*\*8.75 \*\*\*\*\*8.75

APPROVED  
AND  
FILED  
01 JUL 11 PM 1:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



ARTICLES OF INCORPORATION  
OF  
Alpha Payment Systems, Inc.

APPROVED  
AND  
FILED  
01 JUL 11 PM 1:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator's, 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: **Alpha Payment Systems, Inc.**

**ARTICLE II. PRINCIPAL OFFICE**

Its principal place of business and mailing address of this corporation shall be:

292 Manson Lane  
Jacksonville, FL 32220

**ARTICLE III. SHARES**

The number of shares that this corporation is authorized to have outstanding at any one time is:

1000 shares having a par value of one dollar (\$1.00) per share.

**ARTICLE IV. INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address of the initial registered agent are:

Amy Taylor  
292 Manson Lane  
Jacksonville, FL 32220

**ARTICLE V. INCORPORATOR(S)**

The name and address of the incorporator(s) to these Articles of Incorporation are:

Amy Taylor  
292 Manson Lane  
Jacksonville, FL 32220

Linda Johnson  
7162 Firefly Drive  
Jacksonville, FL 32244

Joseph L. Gilliam  
1745 Wells Road Apt. # 324  
Orange Park, FL 32073

**ARTICLE VI. LIABILITY OF STOCKHOLDERS**

The private property of the stockholders shall not be subject to the payment of corporate debts.

**ARTICLE VII. AMENDMENTS**

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

IN WITNESS WHEREOF, the undersigned incorporator(s) has executed these Articles of Incorporation, this 11 day of July, 2001.

Amy Taylor  
Amy Taylor, Incorporator

Linda Johnson  
Linda Johnson, Incorporator

Joseph L. Gilliam  
Joseph L. Gilliam, Incorporator

*Having been named as registered agent and to accept service of process for the above stated corporation at the place of 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 I am familiar with and accept the obligations of my position as registered agent*

Amy Taylor  
Amy Taylor/ Registered Agent

7/11/01  
Date

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

01 JUL 11 PM 1:08

APPROVED  
AND  
FILED