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To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FLORIDA PROFIT CORPORATION OR P.A.

INTERNET PAYMENT SERVICES, INC.

| | |
|-----------------------|---------|
| Certificate of Status | 1 |
| Certified Copy | 1 |
| Page Count | 04 |
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TALLAHASSEE, FLORIDA

8/3/2001
AUG 03 2001

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**ARTICLES OF INCORPORATION
OF
INTERNET PAYMENT SERVICES, INC.**

ARTICLE I - NAME

The name of this corporation is INTERNET PAYMENT SERVICES, INC.

ARTICLE II - ADDRESS

The principal place of business and mailing address of this corporation is One Oakwood Boulevard,
Suite 200, Hollywood, Florida 33020.

ARTICLE III - AUTHORIZED SHARES

This Corporation is authorized to issue 1,000,000 shares of capital stock, no par value.

ARTICLE IV - CLASSES OF STOCK

The authorized shares of capital stock in this Corporation are not divided into classes.

ARTICLE V - SHARES IN SERIES

None of the shares of capital stock in this Corporation are to be issued in series.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation shall have the right to purchase his or her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this Corporation is Mark A. Marder. The street address of the initial registered office of this Corporation is Penthouse Five, 9400 Dadeland Towers, 9400 South Dadeland Boulevard, Miami, Florida 33156.

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Mark A. Marder, Esquire
Penthouse Five, 9400 Dadeland Towers
9400 South Dadeland Boulevard
Miami, Florida 33156
F.B.N.: 248835

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Articles of Incorporation
Internet Payment Services, Inc.
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ARTICLE VIII - INITIAL DIRECTORS

The initial Board of Directors shall consist of two directors; namely, M. David Kamrat, of One Oakwood Boulevard, Suite 200, Hollywood, Florida 33020, and Edward K. Moffly of One Oakwood Boulevard, Suite 200, Hollywood, Florida 33020.

ARTICLE IX - INITIAL OFFICERS

Edward K. Moffly, whose address is One Oakwood Boulevard, Suite 200, Hollywood, Florida 33020, shall be the initial President and M. David Kamrat, whose address is One Oakwood Boulevard, Suite 200, Hollywood, Florida 33020, shall be initial Vice President and Secretary.

ARTICLE X - INCORPORATORS

The name and address of the person signing these articles is Mark A. Marder, Penthouse Five, 9400 Dadeland Towers, 9400 South Dadeland Boulevard, Miami, Florida 33156.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 2nd day of August, 2001.


MARK A. MARDER

STATE OF FLORIDA:
COUNTY OF BROWARD:

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared MARK A. MARDER, who is personally known to me or who produced identification in the form of a driver's license, and he executed the foregoing in my presence.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 2nd day of August, 2001.




NOTARY PUBLIC, State of Florida
At Large

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EMPIRE CORP

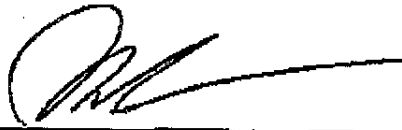
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ACCEPTANCE OF REGISTERED AGENT

I am familiar with and accept the obligations of the position of Registered Agent for the foregoing corporation; I agree as Registered Agent to accept service of process for said corporation; to keep the registered office open during the prescribed hours; and to post my name in some conspicuous place in said office as required by law.



MARK A. MARDER

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