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Florida Department of State
 Division of Corporations
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To: Division of Corporations
 Fax Number : (850) 205-0381

From:
 Account Name : EMPIRE CORPORATE KIT COMPANY
 Account Number : 072450003255
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FLORIDA PROFIT CORPORATION OR P.A.

FM PREPAY, inc.

Certificate of Status	0
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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

B. McKnight AUG 27 2001

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STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF
FM Prepay, Inc.

The undersigned, acting as incorporator of a corporation under the Florida Corporation Act, adopt the following Articles of Incorporation:

FIRST: Corporate Name. The name of the corporation is FM Prepay, Inc.

SECOND: Term of Existence. This corporation shall have perpetual existence.

THIRD: Nature of Business. This corporation shall engage in any lawful activity permitted under the laws of the United States and the state of Florida.

FOURTH: Capital Stock. This corporation is authorized to issue 100 shares of one dollar (\$1.00) par value common stock.

FIFTH: Voting rights. Except as otherwise provided by law the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

SIXTH: Pre-emptive Rights. Every shareholder upon the sale for cash of any new stock of this corporation of the same kind,

Robert Felix, CPA
6197 Stirling Road
Davie, FL 33314
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TALLAHASSEE, FLORIDA

class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price which it is offered to others.

SEVENTH: Initial Principal Office of Registered Agent: The street address of the initial registered agent and principal office of this corporation is:

450 NW 134th Ave. #102
Pembroke Pines, Florida 33028

and the name of the initial registered agent of this corporation at that address is

Frank Mineo

EIGHTH: Incorporator. The persons signing these Articles of Incorporation have the following names and addresses:

Frank Mineo
450 NW 134th Ave. #102
Pembroke Pines, Florida 33028

NINTH: By-Laws. The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

TENTH: Amendment. The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

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


(Incorporator)

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

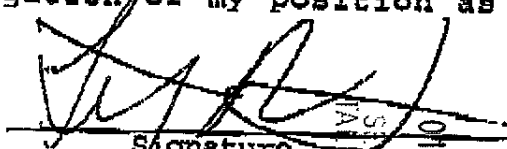
Pursuant to the provisions of section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

First-That FM Prepay, Inc. desiring
(Name of Corporation)
to organize under the laws of the State of Florida has with its
(Florida)
principal office, as indicated in the articles of incorporation
at City of Pembroke Pines
(City) Broward
State of Florida has named Frank Mineo
(State) (Name of Resident Agent)
located at 450 NW 134th Ave Ste 102
(Street address and number of building)
Post Office Box Address not acceptable)
City of Pembroke Pines County of Broward State of
(City) (County)
Florida, as its agent to accept service of process within this
state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED 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 I am familiar with and accept the obligation of my position as registered agent.

By


Signature
Registered Agent

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