

CCRS  
103 N. MERIDIAN STREET, LOWER LEVEL  
TALLAHASSEE, FL 32301  
222-1173

FILING COVER SHEET  
ACCT. #FCA-14

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FILED  
01 SEP 11 PM 2:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CONTACT: CINDY HICKS

DATE: 9-11-01

REF. #: 0150.1877

CORP. NAME: USD PAYMENT CORPORATION, INC.

- |   |   |  |
|---|---|--|
| <input checked="" type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT  | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT                        | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME         |
| <input type="checkbox"/> FOREIGN QUALIFICATION                | <input type="checkbox"/> LIMITED PARTNERSHIP    | <input type="checkbox"/> LIMITED LIABILITY       |
| <input type="checkbox"/> REINSTATEMENT                        | <input type="checkbox"/> MERGER                 | <input type="checkbox"/> WITHDRAWAL              |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION          | <input type="checkbox"/> UCC-1                  | <input type="checkbox"/> UCC-3                   |
| <input type="checkbox"/> OTHER:                               |   |  |

100004583391--9

-09/11/01--01043--025

\*\*\*\*\*78.75 \*\*\*\*\*78.75

STATE FEES PREPAID WITH CHECK# 500092 FOR \$ 78.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$

PLEASE RETURN:

- |  |   |   |
|--|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS     |   |   |

Examiner's Initials

J. BRYAN SEP 11 2001

**ARTICLES OF INCORPORATION  
OF  
USD PAYMENT CORPORATION, INC.**

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**ARTICLE I**

The name of the corporation is USD PAYMENT CORPORATION, INC. "Corporation").

**ARTICLE II**

The address of the principal office and the mailing address of the Corporation is 250 S. Australian Ave, 9<sup>th</sup> Floor, West Palm Beach, Florida 33401.

**ARTICLE III**

This Corporation shall have authority to issue one thousand (1,000) shares of Common Stock having a par value of \$0.01 per share.

**ARTICLE IV**

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

**ARTICLE V**

The name and address of the Corporation's initial registered office is Corpdirect Agents, Inc., 103 N. Meridian St., Lower Level, Tallahassee, Florida 32301.

**ARTICLE VI**

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of Directors constituting the initial Board of Directors is three (3), and the names of the members of the initial Board of Directors, who are to serve as the Corporation's directors until successors are duly elected and qualified are:

Leon Mararst  
250 S. Australian Ave, 9<sup>th</sup> Floor  
West Palm Beach, FL 33401

Andy Shaw  
250 S. Australian Ave, 9<sup>th</sup> Floor  
West Palm Beach, FL 33401

Jerry Aron  
250 S. Australian Ave, 9<sup>th</sup> Floor  
West Palm Beach, FL 33401


#### ARTICLE VII

The name of the Incorporator is Ira N. Rosner and the address of the Incorporator is 1221 Brickell Avenue, 27<sup>th</sup> Floor, Miami, Florida 33131.

#### ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.


IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 11<sup>th</sup> day of September, 2001.

  
Ira N. Rosner, Incorporator

#### ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of USD PAYMENT CORPORATION, INC. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

CORPDIRECT AGENTS, INC.

  
as Agent for the Registered Agent  
Dated: September 11<sup>th</sup> 2001

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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