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AUTHORIZATION :

Patricia Pizzuto

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2001 OCT - 1 PM 3:37
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ORDER DATE : October 1, 2001

ORDER TIME : 2:17 PM

ORDER NO. : 720036-005

CUSTOMER NO: 7178260

4000004619254--4

CUSTOMER: Angela Saporito, Legal Asst
Atlantic Petroleum Corporation

2751 West Atlantic Boulevard
Suite #4
Pompano Beach, FL 33069

DOMESTIC FILING

NAME: ATM PROCESSING SERVICES, INC.

EFFECTIVE DATE:

☒ ARTICLES OF INCORPORATION
☐ CERTIFICATE OF LIMITED PARTNERSHIP
☐ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY
☒ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea - EXT. 1114

EXAMINER'S INITIALS:

RECEIVED
01 OCT - 1 PM 3:10
DIVISION OF CORPORATION

10/2/01

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2001 OCT -1 PM 3:37

SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
ATM PROCESSING SERVICES, INC.**

THE UNDERSIGNED, for the purpose of forming a corporation for profit
pursuant to Chapter 607, Florida Statutes, does hereby adopt the following
Articles of Incorporation:

**ARTICLE I
NAME OF CORPORATION**

The name of this Corporation shall be:

ATM PROCESSING SERVICES, INC.

**ARTICLE II
GENERAL NATURE OF BUSINESS**

The general nature of the business to be transacted by this Corporation
shall be to engage in any and all lawful business permitted under the laws of the
United States and the State of Florida.

ARTICLE III
CAPITAL STOCK

- A. The total authorized capital stock of this Corporation is **One Thousand (1000)** shares of Common Stock, no par value per share.
- B. Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, 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 at which it is offered to others.

ARTICLE IV
TERM OF EXISTENCE

This Corporation shall exist perpetually.

ARTICLE V
ADDRESS OF PRINCIPAL OFFICE IN THIS STATE

The initial street address of the principal office of this Corporation in the State of Florida is **3430C San Bernadino Drive, Delray Beach, FL 33445**. The mailing address of this corporation shall be **3430C San Bernadino Drive, Delray Beach, FL 33445**. The Board of Directors may from time to time move the principal office to another address in Florida.

ARTICLE VI
NUMBER OF DIRECTORS

This Corporation shall have not less than one (1) Director.

ARTICLE VII
FIRST BOARD OF DIRECTORS

The names and street addresses of the initial members of the Board of

Directors are:

Name: Mickey Chiarenza
Address: 3430C San Bernadino Drive
Delray Beach, FL 33445.
Title: President, Secretary

ARTICLE VIII
INCORPORATOR

The name and street address of the incorporator to these Articles, as well as the person signing these Articles of Incorporation is **Mickey Chiarenza, 3430C San Bernadino Drive, Delray Beach, FL 33445.**

ARTICLE IX
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is **2751 West Atlantic Blvd., Suite 4, Pompano Beach, FL 33069,** and the name of

the initial registered agent of this Corporation at that address is **James W. Waldman**. Pursuant to the Florida Statute 607.0501(3) a written acceptance is attached.

ARTICLE X POWERS

The corporation shall have all the powers enumerated in the Florida Business Corporation Act.

ARTICLE XI INDEMNIFICATION

Provided the person proposed to be indemnified is not shown to have not satisfied the requisite standard of conduct for permissive indemnification by a corporation as specifically set forth in the applicable provisions of the Florida Business Corporation Act (currently, Sections 607.0850(1) and (2) of the Florida Statutes), as may be amended from time to time, this corporation shall indemnify its officers and directors, and may indemnify its employees and agents, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to

action in their official capacity and as to action in any other capacity while an officer, director, employee or agent. 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. The indemnification provided herein shall continue as to a person who has ceased to be a director, officer, employee, or agent, and shall inure to the benefit of the heirs, the personal and other legal representatives of such person, and an adjudication of liability shall not affect the right to indemnification for those indemnified.

ARTICLE XII

AMENDMENT

The 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 XIII

BY-LAWS

The By-Laws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors may not amend or repeal any By-Law adopted by shareholders if the shareholders specifically provide such By-Law is not subject to amendment or repeal by the directors.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 25
day of Sept, 2001.

Mickey Chiarenza
Mickey Chiarenza



STATE OF FLORIDA
Palm Beach) SS:
COUNTY OF ~~BROWARD~~

The foregoing instrument was acknowledged before me this 25 day of
Sept 2001, by **Mickey Chiarenza** as incorporator to these Articles, who is
personally known to me or who has produced a **driver's license** as identification
and who did take an oath.

My Commission Expires: 10.28.2003

Deborah M. Salmore
NOTARY PUBLIC, State of Florida

[SEAL]

DEBORAH SALMORE

FILED

**CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

2001 OCT -1 PM 3: 37


CLERK OF STATE
TALLAHASSEE FLORIDA

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/AGENT, IN THE STATE OF FLORIDA:

ATM PROCESSING SERVICES, INC., a corporation being organized under the laws of the State of Florida, designates as its registered office **2751 West Atlantic Blvd., Suite 4, Pompano Beach, FL 33069**, and has named **James W. Waldman**, as its agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT:

Having been named registered agent and to accept service of process for **ATM PROCESSING SERVICES, INC.** at the place designated in this Certificate, I hereby accept the appointment and agree to act in such 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. In compliance with Section 48.091, Florida Statutes, I agree to comply with the provisions of said Act with respect to keeping such office open.

By: 
James W. Waldman
REGISTERED AGENT