

BROWN, SHARKEY & ASSOCIATES, P.A. **EFFECTIVE DATE**

Palm-Aire Plaza
2700 West Atlantic Boulevard, Suite 204
Pompano Beach, Florida 33069
(954) 979-1495 Facsimile (954) 979-1315

7-2-01 **FILED**

01 JUL -5 PM 4:35

CLERK OF STATE
TALLAHASSEE, FLORIDA

July 3, 2001

State of Florida
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

100004460361--0

-07/05/01--01077--008

*****78.75 *****78.75

RE: Articles of Incorporation, Acceptance of Registered Agent,
BankCard Brokers, Inc.

Enclosed please find the original and two copies of the above captioned documents, as well as check number 2023 in the amount of \$78.75 which represents costs for filing fees and a certified copy. Please return the stamped copies to my attention in the enclosed envelope.

Please note that the effective date of the corporation is July 2, 2001.

Sincerely yours,

James E. Brown, Jr.

James E. Brown, Jr.

JEB/jr
enclosures

189,511,2550
m/01-15789

D. BROWN OCT - 3 2001 ✓



OFFICE OF THE COMPTROLLER
DEPARTMENT OF BANKING AND FINANCE
STATE OF FLORIDA
TALLAHASSEE
32399-0350

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

August 7, 2001

James E. Brown, Jr.
Brown, Sharkey & Associates, P.A.
Palm-Aire Plaza
2700 West Atlantic Boulevard, Suite 204
Pompano Beach, Florida 33069

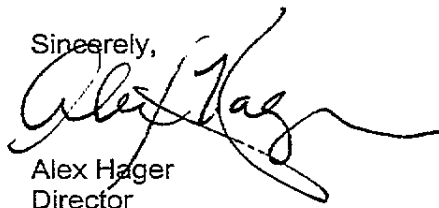
Dear Mr. Brown:

Re: "BankCard Brokers, Inc."

Thank you for your recent letter/fax requesting approval for use of the above-referenced name.

It is the opinion of this Department that the above-referenced corporate name is definitive enough to differentiate the business being conducted from that of a commercial bank or trust company. Therefore, the Department does not object to your use of the above-referenced name being registered to conduct business in the state of Florida.

Sincerely,



Alex Hager
Director

AH:kr

cc: Karon Beyer, Chief, Bureau of Corporate Records
Division of Corporations, Secretary of State's Office



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 10, 2001

JAMES E. BROWN, JR., ESQ.
PALM-AIRE PLAZA
2700 W. ATLANTIC BLVD., STE. 204
POMPANO BEACH, FL 33069

SUBJECT: BANKCARD BROKERS, INC.
Ref. Number: W01000015789

We have received your document for BANKCARD BROKERS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Written approval and clearance of the terms BANK, BANKER, BANKING, TRUST COMPANY, BANCSHARES, SAVINGS & LOAN ASSOCIATION, SAVINGS BANK, or CREDIT UNION or words of similar import, must be obtained from the Division of Banking, pursuant to section 655.922(2a), Florida Statutes.

Enclosed is a "Name Approval Request" form to be filled out and sent to the address indicated on the form. If the proposed name is approved by the Division of Banking, resubmit the document and approval letter to the Division of Corporations for filing.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6972.

Doris Brown
Document Specialist
New Filings Section

Letter Number: 801A00040645

EFFECTIVE DATE

7-3-01

FILED

01 JUL -5 PM 4:35

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
BankCard Brokers, Inc.**

The undersigned natural person, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such Corporation.

**ARTICLE I
CORPORATE NAME**

The name of the Corporation is BankCard Brokers, Inc.

**ARTICLE II
PRINCIPAL OFFICE**

The principal place of business and the principal office of the Corporation is:

2700 West Atlantic Boulevard, Suite 200-30
Pompano Beach, Florida

The corporation may, from time to time, move the principal office to any other address, and shall have the right and power to transact business and establish offices within and without the State of Florida as may be necessary or convenient.

**ARTICLE III
DURATION**

The duration of the Corporation shall be perpetual.

**ARTICLE IV
PURPOSE**

The purpose or purposes for which the Corporation is organized is to engage in any lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

**ARTICLE V
CAPITAL STOCK**

The aggregate number of shares which the Corporation shall be authorized to issue is one hundred (100) consisting of one class only, designated as "Common Stock", with a par value of one dollar (\$1.00).

**ARTICLE VI
STOCK TRANSFER RESTRICTIONS**

Such restrictions upon the transfer of shares of Common Stock as may be from time to time

desired may be provided for in the By-laws of the Corporation or by agreement among or between shareholders.

**ARTICLE VII
EFFECTIVE DATE**

The effective date of the corporation shall be July 2, 2001.

**ARTICLE VIII
REGISTERED AGENT AND OFFICE**

The name of the initial registered agent and the address of the initial registered office of the Corporation are:

James E. Brown, Jr., Esq.
Palm-Aire Plaza, Suite 204
2700 West Atlantic Boulevard
Pompano Beach, FL 33069

**ARTICLE IX
BOARD OF DIRECTORS**

The number of directors constituting the initial Board of Directors of the Corporation is one (1).

Robert Cohen
2700 West Atlantic Boulevard, Suite 200-30
Pompano Beach, Florida 33069

**ARTICLE X
INCORPORATOR**

The name and address of the incorporator is:

Robert Cohen
2700 West Atlantic Boulevard, Suite 200-30
Pompano Beach, Florida 33069

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

INCORPORATOR



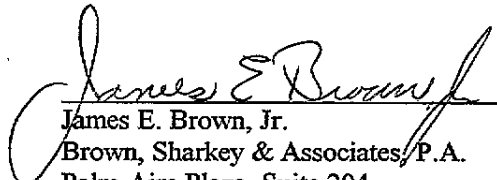
Robert Cohen

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

FILED
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Having been designated as the Registered Agent in the foregoing Articles of Incorporation of BankCard Brokers, Inc., a Florida corporation, and to accept service of process for the Corporation at the place designated in the Articles of Incorporation, I hereby accept the appointment as Registered Agent and agree to act in that 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 of BankCard Brokers, Inc.

Dated this 2nd day of July, 2001.


James E. Brown, Jr.
Brown, Sharkey & Associates, P.A.
Palm-Aire Plaza, Suite 204
2700 West Atlantic Boulevard
Pompano Beach, FL 33069
(954) 979-1495