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LAW OFFICES  
JOSHUA S. GALITZER  
PROFESSIONAL ASSOCIATION  
17101 N.E. 6TH AVENUE  
NORTH MIAMI BEACH, FLORIDA 33162  
TELEPHONE: (305) 653-3535  
TELEFAX: (305) 653-9752

JOSHUA S. GALITZER  
ADMITTED TO PRACTICE  
IN FLORIDA AND NEW YORK

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-10/08/01--01032--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

October 5, 2001

Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, Florida 32314

RE: Articles of Incorporation  
EQUICARD, INC.

Gentlemen:

We are enclosing for filing an original and a copy of the Articles of Incorporation for the above-named corporation.

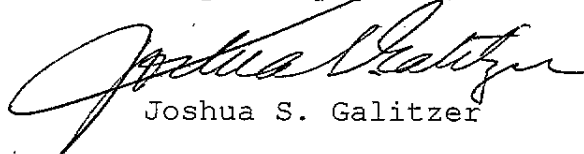
If everything is in order, please cause the original of the Articles of Incorporation to be duly filed and please furnish me with a receipted copy thereof.

Also enclosed is our check in the amount of \$70.00 to cover the following costs:

Filing Fee	\$ 35.00
Registered Agent Fee	35.00
Total	\$ 70.00

Thank you for your cooperation.

Very truly yours,

  
Joshua S. Galitzer

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

JSG/ld  
Encs.

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ARTICLES OF INCORPORATION

OF

EQUICARD, INC.

The undersigned, a natural person competent to contract, for the purpose for forming a corporation under the Florida Business Corporation Act hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is:

EQUICARD, INC.

ARTICLE II - DURATION

The term of existence of the corporation is perpetual

ARTICLE III - PURPOSE

The corporation shall be engaged in any lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is 7,500, all of which shall be common shares with par value of \$1.00 per share. There shall be no cumulative voting.

ARTICLE V - PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities

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TALLAHASSEE, FLORIDA

of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

ARTICLE VI - REGISTERED OFFICE

The street address of the initial registered office of the corporation is:

c/o JOSHUA S. GALITZER  
17101 N.E. 6th Avenue  
North Miami Beach, Florida 33162

and the name of the initial registered agent at such address is:

JOSHUA S. GALITZER.

ARTICLE VII - PRINCIPAL OFFICE

The initial street address of the principal office of the corporation in the State of Florida is:

c/o Joshua S. Galitzer  
17101 N.E. 6th Avenue  
North Miami Beach, Florida 33162

The Board of Directors may, from time to time, move the principal office to any other address.

ARTICLE VIII - DIRECTORS

8.01 The corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by bylaws adopted by the stockholders, but shall never be less than one (1).

8.02 The name and address of the members of the first Board of

Directors are:

Joshua S. Galitzer  
17101 N.E. 6th Avenue  
North Miami Beach, FL 33162

Deborah M. Galitzer  
17101 N.E. 6th Avenue  
North Miami Beach, FL 33162

The above directors of the corporation shall serve until their successors are elected and qualified to serve, pursuant to the corporation's bylaws.

ARTICLE IX - AMENDMENTS

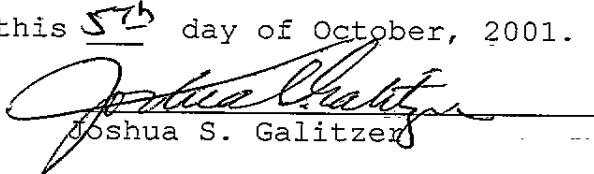
This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

ARTICLE X - INCORPORATOR

The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Joshua S. Galitzer	17101 N.E. 6th Avenue North Miami Beach, FL 33162

IN WITNESS WHEREOF, the undersigned has set his signature and seal as a subscriber of EQUICARD, INC. and has acknowledged and filed in the office of the Department of the State of Florida these Articles of Incorporation, this 5<sup>th</sup> day of October, 2001.

  
Joshua S. Galitzer

CERTIFICATE OF REGISTERED AGENT

OF

EQUICARD, INC.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

EQUICARD, INC., a corporation organizing under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at the City of North Miami Beach, Dade County, has named JOSHUA S. GALITZER, located at 17101 N.E. 6th Avenue, City of North Miami Beach, Dade County, State of Florida, as its registered agent to accept service of process within this State.

ACCEPTANCE

I agree as Registered Agent to accept service of process to keep office open during prescribed hours, to post my name in some conspicuous place in office as required by law.

  
Joshua S. Galitzer  
Registered Agent

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TALLAHASSEE, FLORIDA