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**MADDEN & GROSSO, PLC**  
Attorneys and Counselors at Law

759 South Federal Highway  
Suite 212  
Stuart, Florida 34994

John W. Madden  
Joseph D. Grosso, Jr.

**FILED**  
02 FEB 27 PM 2:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
Tel: (904) 220-3496  
Fax: (904) 220-2744

February 26, 2002

Bureau of Corporate Records  
Division of Corporations  
Department of State  
409 East Gaines Street  
Tallahassee, Florida 32399

100005023651--1  
-02/27/02--01044--002  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

**Re: Eagle Flats Inc.**

Dear Sir/Madam:


Enclosed please find the original and one (1) copy of the Articles of Incorporation of Advantage Merchant Services, Inc., the Acknowledgment of Registered Agent, and our check in the amount of Seventy Eight Dollars and Seventy Five Cents (\$78.75), representing payment as follows:

Filing Fee	\$35.00
Registered Agent's Fee	35.00
Certified Copy of Charter	<u>8.75</u>
<b>TOTAL</b>	<b>\$ 78.75</b>

Once these Articles of Incorporation have been approved and filed by your office, please forward a certified copy of the charter to the undersigned using the additional copy enclosed herewith.

May we ask that you use the enclosed prepaid Federal Express airbill to return this paperwork. Thank you.

Sincerely,

  
John W. Madden

JWM:ss  
enclosures

**ARTICLES OF INCORPORATION  
OF  
EAGLE FLATS, INC.**

**FILED**  
**02 FEB 27 PM 2:50**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

The undersigned does hereby certify his intention to form a corporation under and by virtue of the laws of the State of Florida, and further certifies that:

**ARTICLE I**

The name of this corporation shall be Eagle Flats, Inc.

**ARTICLE II  
TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE III  
NATURE OF BUSINESS**

The general nature of the business or businesses to be transacted under this Certificate of Incorporation shall be:

To engage in any activity or business permitted under the laws of the United States and of the State of Florida and to carry out said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign country.

**ARTICLE IV  
AUTHORIZED SHARES**

A. Number. The aggregate number of shares that the corporation shall have the authority to issue is One Thousand (1,000) shares of Capital Stock with a par value of One Dollar (\$1.00) per share.

B. Initial Issue. One Thousand (1,000) shares of the Capital Stock of the corporation shall be issued for cash at a par value of One Dollar (\$1.00) per share.

C. Stated Capital. The sum of the par value of all shares of Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

D. Dividends. The holder of the outstanding Capital Stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the Capital Stock of the corporation.

E. No Classes of Stock. The shares of the corporation are not to be divided into classes.

F. No Share in Series. The corporation is not authorized to issue shares in series.

#### **ARTICLE V MAILING ADDRESS**

The mailing address of the Corporation is:

218 Everglades Boulevard  
Stuart, Florida 34994

#### **ARTICLE VI REGISTERED AGENT**

The corporation's initial registered office and initial registered agent at that address shall be:

John W. Madden, Esq.

789 South Federal Highway  
Suite 310  
Stuart, Florida 34994

#### **ARTICLE VII BOARD OF DIRECTORS**

The initial Board of Directors shall consist of one (1) member, who need not be a resident of the State of Florida.

**ARTICLE VIII**  
**NAMES AND ADDRESSES OF INITIAL DIRECTORS**

The names and addresses of the persons who shall serve as Directors until the first annual meeting of shareholders, or until successors shall have been elected and qualified, are as follows:

Charles E. Tedder	218 Everglades Boulevard Stuart, Florida 34994
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**ARTICLE IX**  
**INCORPORATOR**

The name and address of the initial incorporator is as follows:

Charles E. Tedder	218 Everglades Boulevard Stuart, Florida 34994
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**ARTICLE X**  
**AMENDMENT OF ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended in the manner provided by law. Every proposed amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain of these Articles of Incorporation be made.

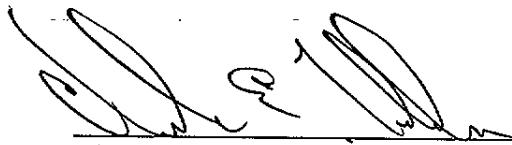
**ARTICLE XI**  
**BYLAWS**

The Bylaws of the Corporation shall be made, altered or rescinded by a three-fourths (3/4) majority vote of the Directors of the corporation.

**ARTICLE XII  
PREEMPTIVE RIGHTS**

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money, or any property or services from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder to all shares of common stock currently authorized and issued.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand, and seal and subscribed to these Articles of Incorporation at Stuart, Florida, this the 14 day of FEB, 2002.

  
\_\_\_\_\_  
Charles E. Tedder

STATE OF FLORIDA       )  
COUNTY OF MARTIN    )

The foregoing instrument was acknowledged before me this the 14 day of FEB, 2002, by CHARLES E. TEDDER who is personally known to me; or, who has produced \_\_\_\_\_ (TYPE OF IDENTIFICATION) as identification and who did/did not take an oath. He subscribed the above Articles of Incorporation, and did freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

{Notary Seal}



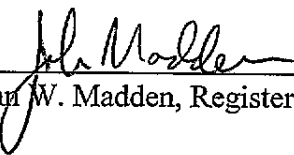
  
\_\_\_\_\_  
NOTARY PUBLIC

Susan Strauss  
\_\_\_\_\_  
PRINT NAME

FILED  
02 FEB 27 PM 2:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ACKNOWLEDGMENT OF REGISTERED AGENT**

Having been named to accept service of process for the above-stated corporation, at the place designated on the above Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of Florida Law relative to keeping open said office.

  
\_\_\_\_\_  
John W. Madden, Registered Agent