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TRANSMITTAL LETTER

FILED
02 APR 24 PM 12:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-04/24/02--01031--008
*****78.75 *****78.75

SUBJECT: CERTIBILL MERCHANT SERVICES, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: GAVIN KAHN, ESQ.
Name (Printed or typed)

855 SW 78TH AVE.
Address

PLANTATION, FL 33324
City, State & Zip

954-453-7000
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

GAB 11/19/94

ARTICLES OF INCORPORATION
OF
CERTIBILL MERCHANT SERVICES, INC.

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The undersigned, acting as incorporator of **CERTIBILL MERCHANT SERVICES, INC.** under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be **CERTIBILL MERCHANT SERVICES, INC.**

ARTICLE II - EXISTENCE

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III - ADDRESS

The principal business address of this corporation shall be: 855 SW 78th Avenue, Plantation, FL, 33324.

ARTICLE IV - PURPOSE

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V - SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 100 shares of common stock having a par value of \$1.00 per share.

ARTICLE VI - INITIAL REGISTERED AGENT AND STREET ADDRESS

The street address of the initial registered office of the corporation is 855 SW 78th Avenue, Plantation, FL, 33324 and the name of the corporation's initial registered agent at that address is Michael Pardes.

ARTICLE VII - INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are: Michael Pardes, 855 SW 78th Avenue, Plantation, FL, 33324.


ARTICLE VIII - BYLAWS


The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE IX - AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation on the date set forth below.


Michael Pardes, Incorporator


Date

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

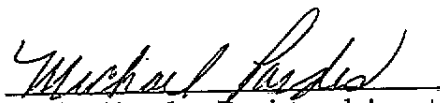
Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That **CERTIBILL MERCHANT SERVICES, INC.** desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation at 855 SW 78th Avenue, Plantation, FL, 33324 has named Michael Pardes as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, the undersigned agrees to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and is familiar with, and accepts, the obligations of that position.

Dated this 18 day of April, 2002.


Michael Pardes, Registered Agent

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