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Law Office of Terence Matthews

Chartered

5190 26th Street West, Suite D

Bradenton, Florida 34207

(941) 755-8583

Fax (941) 753-8479

FILED

02 MAY 28 AM 11:14

SECRETARY OF STATE
TALLAHASSEE FLORIDA

May 6, 2002

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32301

100005491381--8

-05/08/02--01030--022

****122.50 *****78.75

Re: Merchants Bankcard Services, Inc.

Dear Ladies:

Please find enclosed the original and a duplicate copy of the Articles of Incorporation of this proposed corporation and the Acceptance of the Registered Agent.

Will you kindly endorse your approval of the Articles of Incorporation, certify and return same to us at your earliest convenience.

I am enclosing a check payable to your order in the sum of \$122.50 to cover the following:

Filing Fee	35.00
Certified Copy	52.00
Registered Agent Certification	<u>35.00</u>
TOTAL	122.50

Thank you for your attention to this matter.

Sincerely,

Cheryl Todt

Cheryl Todt
Legal Assistant to
Terence Matthews

100213751 7

D. WHITE MAY 28 2002



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 13, 2002

TERENCE MATTHEWS, ESQUIRE
5190 26 STREET WEST, STE D
BRADENTON, FL 34207

SUBJECT: MERCHANTS BANKCARD SERVICES, INC.
Ref. Number: W02000013751

We have received your document for MERCHANTS BANKCARD SERVICES, INC. and your check(s) totaling \$122.50. 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) 245-6933.

Dale White
Document Specialist
New Filings Section

Letter Number: 202A00030318

*Please see attached approval letter
from dept of Banking and Finance
as requested.*



OFFICE OF THE COMPTROLLER
DEPARTMENT OF BANKING AND FINANCE
STATE OF FLORIDA
TALLAHASSEE
32398-0350

FILED

02 MAY 28 AM 11:14

SECRETARY OF STATE
TALLAHASSEE FLORIDA

May 23, 2002

Mr. Bill Britt
4213 Bee Ridge Road
Sarasota, Florida 34233

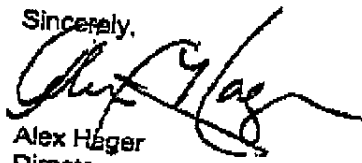
Dear Mr. Britt:

Re: Merchants Bankcard Services Corp.

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:ker

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

Division of Banking, 101 East Gaines Street, Suite 536,
Telephone: (850) 410-9111, Fax No.: (850) 410-9548

TOTAL P.02

ARTICLES OF INCORPORATION
OF
MERCHANTS BANKCARD SERVICES, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I--NAME and PRINCIPAL PLACE OF BUSINESS

The name of this corporation is MERCHANTS BANKCARD SERVICES, INC.
and its principal place of business is 4213 Bee Ridge Road, Sarasota, Florida, 34233.

ARTICLE II--DURATION

This corporation shall exist perpetually.

ARTICLE III--PURPOSE

This corporation is organized for the purpose of any and all lawful business for
which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV--POWERS

This corporation shall have all of the corporate powers enumerated in the Florida
General Corporation Act.

ARTICLE V--CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of common stock having a par
value of one (1) dollar per share.

ARTICLE VI--PREEMPTIVE RIGHTS

Every shareholder shall have the right to purchase his pro-rata share of any new stock
of this corporation of the same kind, class or series as that which he already holds at the
price at which it is offered to all other stockholders.

ARTICLE VII--INITIAL OFFICE AND RESIDENT AGENT

The street address of the initial registered office of this corporation is 4213 Bee Ridge Road, Sarasota, Florida 34233, and the name of the initial registered agent of this corporation at that address is WILLIAM A. BRITT, JR.

ARTICLE VIII-MANAGEMENT BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business affairs of this corporation will be managed under the direction of the shareholders of this corporation; the act of stockholders representing the majority of the outstanding shares of the corporation entitled to vote, represented in person or proxy, shall be entitled to one vote in person or by proxy for each share of voting stock held by him. A majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of the stockholders for the management of the business of the corporation.

ARTICLE IX--INCORPORATORS

The name and address of the person signing these Articles is WILLIAM A. BRITT, JR., 4213 Bee Ridge Road, Sarasota, Florida 34233.

ARTICLE X-BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the shareholders.

ARTICLE XI-INDEMNIFICATION

The corporation shall indemnify any officer or any former officer to the full extent permitted by law.

ARTICLE XII-AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation, this 1st day of May, 2002.

William A. Britt, Jr. L.S.
WILLIAM A. BRITT, JR.

STATE OF FLORIDA
COUNTY OF MANATEE

Before me, a notary public authorized to take acknowledgment in the state and county set forth above, personally appeared William A. Britt, Jr. known to me and known by me to be the persons signing these Articles of Incorporation, and acknowledged before me that he executed these Articles of Incorporation freely.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 1st day of May, 2002.



Cheryl D. Todd
Notary Public State of Florida

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

Pursuant to Section 48.091, Florida Statutes, the following is submitted: that
MERCHANTS BANKCARD SERVICES, INC. desiring to organize under the laws of
the State of Florida with its principal office, as indicated in the Articles of Incorporation,
in the City of Sarasota, County of Sarasota, State of Florida, has named
WILLIAM A. BRITT, JR., County of Sarasota, State of Florida, as its
agent to accept service of process within the State of Florida.

William A. Britt, Jr.
WILLIAM A. BRITT, JR., Incorporator

ACKNOWLEDGEMENT

Having been named to accept service of process for the above named corporation, at
the place designated in this Certificate, I hereby accept such appointment and agree to act
in this capacity, and agree to comply with the provision of law relating to keeping said
office open.

William A. Britt, Jr.
WILLIAM A. BRITT, JR., Registered Agent
MAY 28 AM 11:14
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA