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RONALD DAVIDOVIC  
*Attorney At Law*

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June 11, 2002

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

**RE: PAYBOX AMERICAS, INC.**

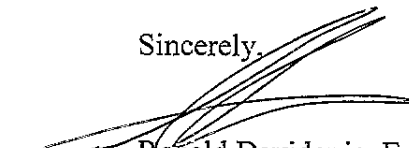
I have enclosed an original copy of the Articles of Incorporation for Paybox Americas, Inc. and a check in the amount of \$78.75 payable to the Florida Division of Corporations.

Please send a certified copy of the Articles of Incorporation to:

Ronald Davidovic, Esq.  
1020 NW 163<sup>rd</sup> Drive  
Miami, FL 33169

Thank you for your cooperation with this matter.

Sincerely,

  
Ronald Davidovic, Esq.

Enclosure

500005762705--6  
-06/12/02-01031-002  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

FILED  
02 JUN 12 PM 2:45  
STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

BM 6/12

**ARTICLES OF INCORPORATION  
OF  
PAYBOX AMERICAS, INC.**

The undersigned Incorporator to these Articles of Incorporation hereby forms a Corporation under the laws of the State of Florida in accordance with the Florida Business Corporation Act.

**ARTICLE I  
CORPORATE NAME**

The name of this Corporation shall be:

PAYBOX AMERICAS, INC.  
1020 NW 163<sup>rd</sup> Drive  
Miami, FL 33169

**ARTICLE II  
TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

**ARTICLE III  
NATURE OF BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the United States and of the State of Florida.

**ARTICLE IV  
CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is Ten Million (10,000,000) shares of common stock having a par value of One Cent (\$0.01) per share.

**ARTICLE V  
REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

The Registered Agent and the street address of the initial registered office of this Corporation in the State of Florida shall be:

Ronald Davidovic, Esq.  
1020 NW 163<sup>rd</sup> Drive  
Miami, FL 33169

The principal address is the same.

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TALLAHASSEE, FLORIDA  
STATE DEPARTMENT OF STATE

The Board of Directors may, from time to time, move the registered office to any other address in the State of Florida.

**ARTICLE VI  
BOARD OF DIRECTORS**

This Corporation shall have four Directors initially. The number of Directors may be increased from time to time by By-Laws adopted by the Board of Directors, but shall never be less than two (2).

**ARTICLE VII  
INITIAL DIRECTORS**

The name of the Initial Directors of this Corporation and their street addresses are:

Engin Yesil  
1020 NW 163<sup>rd</sup> Drive  
Miami, FL 33169

Gokhan Inan  
1020 NW 163<sup>rd</sup> Drive  
Miami, FL 33169

Jack Takacs  
1020 NW 163<sup>rd</sup> Drive  
Miami, FL 33169

Raymond Kasbarian  
1020 NW 163<sup>rd</sup> Drive  
Miami, FL 33169

The Initial Directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

**ARTICLE VIII  
INCORPORATOR**

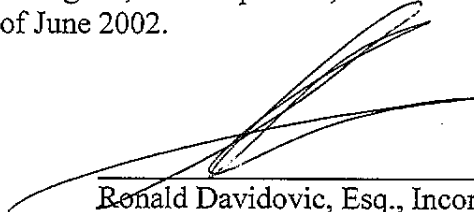
The name and address of the Incorporator is:

Ronald Davidovic, Esq.  
1020 NW 163<sup>rd</sup> Drive  
Miami, FL 33169

**ARTICLE IX  
AMENDMENT**

The Corporation reserves the right, to amend or repeal any provisions contained in these Articles of Incorporation or any Amendment to them, and any right conferred upon the Shareholders is subject to this reservation.


IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation this 6<sup>th</sup> day of June 2002.

  
\_\_\_\_\_  
Ronald Davidovic, Esq., Incorporator

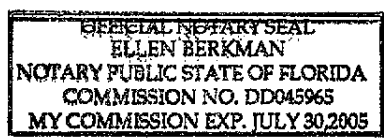
STATE OF FLORIDA            )  
  ) SS.:  
COUNTY OF MIAMI- DADE )

BEFORE ME, a Notary Public, personally appeared Ronald Davidovic, Esq., to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to these Articles of Incorporation.

WITNESS my hand and official seal at Miami, Miami-Dade County, Florida this 11<sup>th</sup> day of June 2002.

  
\_\_\_\_\_  
NOTARY PUBLIC  
State of Florida at Large

My Commission Expires:



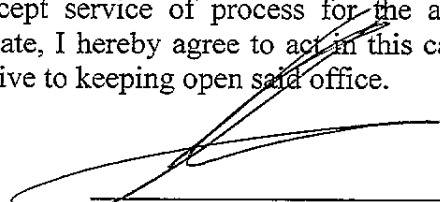
**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the following is submitted in compliance with said Sections:

That Paybox Americas, Inc., desiring to organize under the laws of the State of Florida, has named Ronald Davidovic, Esq., located at 1020 NW 163<sup>rd</sup> Drive, Miami, County of Miami-Dade, State of Florida, 33160 as its agent to accept service of process within the state.

**ACKNOWLEDGEMENT**

Having been named as registered agent to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
\_\_\_\_\_  
Ronald Davidovic, Esq.

Date: 6/11/02

**FILED**  
02 JUN 12 PM 2:45  
CLERK OF STATE  
TALLAHASSEE, FLORIDA