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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

GLOBAL DEBIT CARD SERVICES, INC.

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF
GLOBAL DEBIT CARD SERVICES, INC.**

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I
NAME AND PRINCIPLE OFFICE**

The name of the Corporation is GLOBAL DEBIT CARD SERVICES, INC. The initial principle office is 11900 Biscayne Boulevard, Suite 250, Miami, Florida 33181.

**ARTICLE II
DURATION**

The duration of the Corporation is perpetual.

**ARTICLE III
PURPOSE**

The Corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the State of Florida.

**ARTICLE IV
AUTHORIZED SHARES**

The aggregate number of shares which the Corporation is authorized to issue is one thousand (1000). Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

**ARTICLE V
REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation and the name of the initial registered agent is:

Eric A. Waraftig, Esq.
5811B North Andrews Way
Fort Lauderdale, Florida 33309

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**ARTICLE VI
DIRECTORS**

The number of directors constituting the board of directors of the Corporation shall be determined in accordance with the by-laws, but shall not be less than one (1). The number of directors constituting the initial board of director(s) is one (1). The name and address of the persons to serve as members of the initial board of directors are:

Shevin M. Goodman
11900 Biscayne Boulevard
Suite 250
Miami, Florida 33181

**ARTICLE VII
INCORPORATOR**


The name and address of the incorporator is:

Shevin M. Goodman
11900 Biscayne Boulevard
Suite 250
Miami, Florida 33181

**ARTICLE VIII
INDEMNIFICATION**

The Corporation shall indemnify each director, officer and shareholder of the Corporation against any and all liability and expense incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer, director or shareholder of the Corporation to the full extent permitted by the laws of the State of Florida.

Executed by the undersigned on the 8th day of July, 2002.



Shevin M. Goodman, Incorporator

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SECRETARY OF STATE
TALLAHASSEE FLORIDASTATE OF FLORIDA)
COUNTY OF BROWARD)

THE FOREGOING INSTRUMENT was acknowledged before me this 8th day of July, 2002, by Shevin M. Goodman, who is personally known to me, or who has produced _____ as identification.



Linda A. Katz
NOTARY PUBLIC
STATE OF FLORIDA
Print Name: LINDA KATZ

My Commission Expires:

ACKNOWLEDGMENT OF APPOINTMENT OF REGISTERED AGENT

Having been named the registered agent for is GLOBAL DEBIT CARD SERVICES, INC., at the place designated in the foregoing articles of Incorporation, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Eric A. Warafig
Eric A. Warafig, Esq.
Registered Agent

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