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SECRETARY OF STATE  
TALLAHASSEE FLORIDAFlorida Department of State  
Division of Corporations  
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## To:

Division of Corporations  
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## From:

Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 634-3694  
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## FLORIDA PROFIT CORPORATION OR P.A.

virtual card services, inc.

Certificate of Status	0
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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

(3)

**ARTICLES OF INCORPORATION  
OF  
VIRTUAL CARD SERVICES, INC.**

**THE UNDERSIGNED** Incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

**ARTICLE I NAME**

**VIRTUAL CARD SERVICES, INC.**

**ARTICLE II PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be :  
**4800 N. FEDERAL HIGHWAY STE 105-D  
BOCA RATON, FL 33431**

**ARTICLE III CAPITAL STOCK**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares having a par value of **ONE DOLLAR (\$1.00)** per share.

**ARTICLE IV INCORPORATOR**

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are):  
**ROBERT BAILEY  
4800 N. FEDERAL HIGHWAY STE 105-D  
BOCA RATON, FL 33431**

**ARTICLE V INITIAL BOARD OF DIRECTORS**

The number of Directors constituting the initial Board of Directors of this Corporation is one (1). The number of Directors may be either increased or decreased from time to time by an amendment of the by-laws but shall never be less than one (1). The names and addresses of the initial Board of Directors are:  
**ROBERT BAILEY  
4800 N. FEDERAL HIGHWAY STE 105-D  
BOCA RATON, FL 33431**

These Articles of Incorporation Prepared By:  
**ANTHONY G. COLEMAN, JR., Esq.  
3275 West Hillsboro Boulevard Suite 207  
Deerfield Beach, Florida 33442  
(954) 354-2785  
Florida Bar Number 368563**

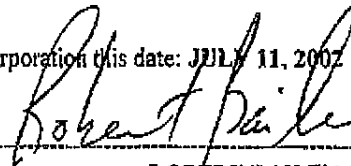
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ARTICLE VI INITIAL REGISTERED AGENT AND ADDRESSSECRETARY OF STATE  
TALLAHASSEE FLORIDA

The name(s) and address of the initial registered agent is:

**ROBERT BAILEY**  
4800 N. FEDERAL HIGHWAY STE 105-D  
BOCA RATON, FL 33431The undersigned has (have) executed these Articles of Incorporation this date: JULY 11, 2002

ROBERT BAILEY, Incorporator

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: **VIRTUAL CARD SERVICES, INC.**

2. The name and address of the registered agent and office is:

**ROBERT BAILEY**  
4800 N. FEDERAL HIGHWAY STE 105-D  
BOCA RATON, FL 33431SIGNATURE  
TITLE:  
INCORPORATORDATE: JULY 11, 2002

Having been named Registered Agent to accept service of process for the above stated Corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
Registered AgentJULY 11, 2002  
Date

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