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FLORIDA PROFIT CORPORATION OR P.A.

THE SOCIALIST, INC.

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ARTICLES OF INCORPORATION OF THE SOCIALIST, INC.

The undersigned incorporator, for the purpose of forming a *Profit Corporation* under Chapter 607 of the Florida Statutes, hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be: The Socialist, Inc.

ARTICLE II

This corporation shall commence existence upon the date of filing with the Division of Corporations, state of Florida, and shall have perpetual existence.

ARTICLE III

The principal place of business and the mailing address of this corporation shall be:

Street Address: 20200 NW 8th Street, Pembroke Pines, Florida 33029.

Mailing Address: 20200 NW 8th Street, Pembroke Pines, Florida 33029.

ARTICLE IV

The purpose for which the corporation is formed, and the business and the objects to be carried on and promoted by it, are as follows:

1. To engage in credit card processing center;
2. To engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business;
3. To engage in such other lawful acts or activities for which corporations may be formed under the chapter 607 of the Statutes of the State of Florida.

ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue are one hundred (100) shares having an individual par value of US\$ one (1)

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

THE SOCIALIST, INC.

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ARTICLE VI

The name and street address of the initial registered agent shall be:

Charles A. Allwood

Mailing Address: 20200 NW 8th Street, Pembroke Pines, Florida 33029.

ARTICLE VII

The number of directors constituting the initial board of directors of the corporation two (2). The name and address of each person who is to serve as a member of the initial board of directors is:

Name: (President) Charles A. Allwood

Mailing Address: 20200 NW 8th Street, Pembroke Pines, Florida 33029.

Name: (Vice-president) Rachel Kobetz

Mailing Address: 20200 NW 8th Street, Pembroke Pines, Florida 33029.

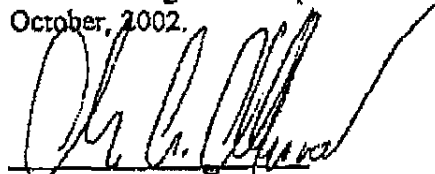
ARTICLE IX

The name and address of the incorporator executing these Articles of Incorporation is:

Charles A. Allwood

Mailing Address: 20200 NW 8th Street, Pembroke Pines, Florida 33029.

The undersigned incorporator has executed these Articles of incorporation this 16th day of October, 2002.



Charles A. Allwood
President



Rachel Kobetz
Vice-President

THE SOCIALIST, INC.

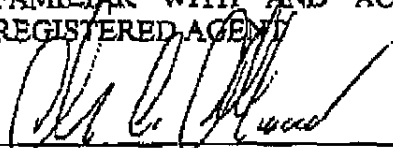
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DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

Pursuant to the provisions of 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 THE SOCIALIST, INC.
2. The name of the registered agent is CHARLES A. ALLWOOD.
3. The address of the registered agent/principal office is Mailing Address: 20200 NW 8th Street, Pembroke Pines, Florida 33029.
4. Acceptance

HAVING BEEN NAME AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, 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.


CHARLES ALLWOOD
REGISTERED AGENT

Date: October 16th, 2002

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