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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

XTRACARD SERVICES, INC.

Certificate of Status	0
Certified Copy	1
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**ARTICLES OF INCORPORATION
OF
XTRACARD SERVICES, INC.**

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

**ARTICLE I
CORPORATE NAME**

The name of this Corporation shall be: XTRACARD SERVICES, INC.

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 1900 Corporate Boulevard, Suite 305-W, Boca Raton, FL 33431.

**ARTICLE III
NATURE OF CORPORATE BUSINESS AND POWERS**

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

CLINT J. GAGE, ESQ., FLA. BAR #0191779
Adorno & Yoss, P.A.
350 E. Las Olas Boulevard, Suite 1700
Ft. Lauderdale, FL 33301
Phone No.: (954) 763-1200

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**ARTICLE IV
CAPITAL STOCK**

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be One Hundred (100) shares of Common stock, par value \$.0001 per share.

**ARTICLE V
TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

**ARTICLE VI
REGISTERED AGENT AND
INITIAL REGISTERED OFFICE IN FLORIDA**

The Registered Agent and the street address of the initial Registered Office of this Corporation in the state of Florida shall be Laurence Isaacson, 1900 Corporate Boulevard, Suite 305-W, Boca Raton, FL 33431.

**ARTICLE VII
BOARD OF DIRECTORS**

This Corporation shall have one initial director.

**ARTICLE VIII
INITIAL BOARD OF DIRECTORS**

The name and address of the initial director is Laurence Isaacson, 1900 Corporate Boulevard, Suite 305-W, Boca Raton, FL 33431. The person named as initial director shall hold office for the first year of existence of this Corporation, or until his successor is elected or appointed and has qualified, whichever occurs first.

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**ARTICLE IX
INCORPORATOR**

The name and address of the Incorporator is Laurence Isaacson, 1900 Corporate Boulevard, Suite 305-W, Boca Raton, FL 33431.

**ARTICLE X
INDEMNIFICATION**

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

**ARTICLE XI
AFFILIATED TRANSACTIONS**

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

**ARTICLE XII
CONTROL SHARE ACQUISITIONS**

This Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation this 30th day of October 2002.



Laurence Isaacson, Incorporator

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**CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS**

XTRACARD SERVICES, INC., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 1900 Corporate Boulevard, Suite 305-W, Boca Raton, FL 33431, has named Laurence Isaacson at 1900 Corporate Boulevard, Suite 305-W, Boca Raton, FL 33431, as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.



Laurence Isaacson, Incorporator

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