

**Electronic Articles of Incorporation
For**

**P02000133545
FILED
December 23, 2002
Sec. Of State**

ATLANTIC PAYMENT SOUTH INCORPORATED

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

ATLANTIC PAYMENT SOUTH INCORPORATED

Article II

The principal place of business address:

6574 N. STATE ROAD 7
SUITE 297
COCONUT CREEK, FL. 33073

The mailing address of the corporation is:

6574 N. STATE ROAD 7
SUITE 297
COCONUT CREEK, FL. 33073

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

10,000

Article V

The name and Florida street address of the registered agent is:

ELLEN ZENDEL
6574 N. STATE ROAD 7
SUITE 297
COCONUT CREEK, FL. 33073

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: ELLEN ZENDEL

Article VI

The name and address of the incorporator is:

ELLEN ZENDEL
6574 N. STATE ROAD 7, SUITE 297
SUITE 297
COCONUT CREEK, 33073

Incorporator Signature: ELLEN ZENDEL

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P
ELLEN ZENDEL
6574 N STATE ROAD 7, SUITE 297
COCONUT CREEK, FL. 33073

Title: SEC.
DANIAL ALCORN
56 1/2 MERCHANTS ROW, SUITE 301
RUTLAND, VT. 05701

Article VIII

The effective date for this corporation shall be:

01/01/2003