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(Requestor's Name)

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(Business Entity Name)

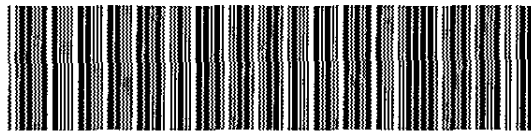
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TALLAHASSEE FLORIDA

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STATE OF FLORIDA
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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 911501 124904A

AUTHORIZATION : *Patricia Pizeto*

COST LIMIT : \$ 70.00

ORDER DATE : January 29, 2003

ORDER TIME : 11:51 AM

ORDER NO. : 911501-005

CUSTOMER NO: 124904A

CUSTOMER: John P. Miller, Cpa
John P. Miller, C.p.a., P.a.

2499 Glades Road, Suite 305a

Boca Raton, FL 33431

DOMESTIC FILING

NAME: CHANGE SYSTEMS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS: _____

**ARTICLES OF INCORPORATION
OF**

**CHANGE SYSTEMS, INC.
A Florida Profit Corporation**

(Pursuant to Chapter 607 and/or 621, Florida Statutes)

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TALLAHASSEE FLORIDA

The undersigned person has signed this document for the purpose of forming a corporation under the laws of Florida and adopts the following Articles of Incorporation.

1. **Name.** The name of this corporation is CHANGE SYSTEMS, INC..
2. **Purpose and Powers.** This corporation is organized for the transaction of any and all lawful business for which corporations may be incorporated under the laws of the State of Florida and the United States, as they may be amended from time to time.
3. **Authorized Shares.** The corporation shall have the authority to issue 1,000 shares of common stock. The par value of the stock is \$ \$1.00.
4. **Principal Office and Mailing Address of Corporation.** The principal place of business and mailing address of the corporation shall be:

Change Systems, Inc.
101 Ocean Bluff Boulevard, Unit 101
Jupiter, FL 33477

5. **Initial Officers/Directors.** The initial Board of Directors/Officers shall consist of 2 persons, who shall serve until the first annual meeting of the shareholders, and whose names, titles, and addresses are:

Sean LaChance, President/Director
6820 S. W. 44th Street
Davie, FL 33314

Wayne LaChance, Vice-President/Director
101 Ocean Bluff Boulevard, Unit 101
Jupiter, FL 33477

6. **Registered Agent.**

The name and Florida street address of the Registered Agent of the Corporation is:

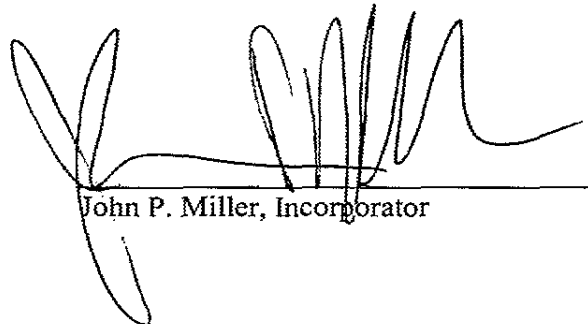
John P. Miller
2499 Glades Road, Suite 305A
Boca Raton, FL 33431

7. **Incorporator.** The name and address of the incorporator is:

John P. Miller
2499 Glades Road, Suite 305A
Boca Raton, FL 33431

IN WITNESS WHEREOF, the following incorporator has signed these Articles of Incorporation on:

Date: January 28th, 2003

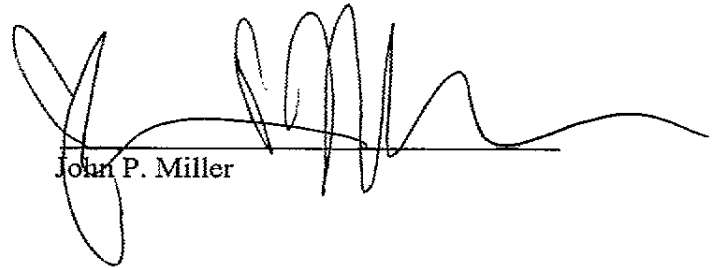


John P. Miller, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

DATE: January 28th, 2003



John P. Miller

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