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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2-19-03
[Signature]

TRANSMITTAL LETTER

February 17, 2003

Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

From: James L. Pruden, PA
370 W. Camino Gardens Blvd., Suite 210
Boca Raton, FL 33432
Phone: (561) 417-4644

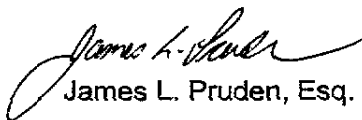
SUBJECT: *CHARGE CARD SYSTEMS HOLDINGS, INC.*

Enclosed please find the following:

1. The original and one copy of Articles of Incorporation
2. A check in the amount of \$78.75 for the filing fee, certified copy of certificate of status and Registered Agent designation fee
3. The original and one copy of Certificate of Registered Agent's Appointment & Acceptance

As this filing is timely, please Federal Express the certified copy and certificate status to my office using the enclosed FED EX label charged to my account. If you have any questions or need any further information, please feel free to contact me at the address of telephone number provided above.

Sincerely,


James L. Pruden, Esq.

Enclosure

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Articles of Incorporation
Of
CHARGE CARD SYSTEMS HOLDINGS, INC.**

Article 1

Corporate Name

The name of this corporation shall be "CHARGE CARD SYSTEMS HOLDINGS, INC."

Article 2

Principal Office and Mailing Address

The principal office and mailing address of the Corporation is 7777 Afton Villa Circle, Boca Raton, FL 33433.

Article 3

Nature of Corporate Business

The general nature of the business to be transacted by this Corporation shall be to engage in business for profit and it is organized for the following general purposes:

- (a) To engage in any and all lawful business permitted under the laws of the United States and the State of Florida; and
- (b) To make loans to or hold stock in other business entities, and enter into partnerships, limited partnerships, and joint ventures with other business entities.

Article 4

Capital Stock

This Corporation shall have authority, acting by its Board of Directors, to issue not more than 1,000 shares of common class at \$.0001 PAR VALUE per share, that have unlimited voting rights of one vote per share for the election of directors and with respect to other matters submitted to a vote of shareholders, and that are entitled to receive the net assets of the Corporation upon dissolution after payment of the Corporation's debts.

Article 5

Term of Existence

This Corporation shall have perpetual existence.

Article 6

Effective Date of Corporation

The Corporation shall commence business on February 17, 2003, along with the contemporaneous payment of not less than \$10.00 (ten dollars) in value for the issuance of its shares.

Article 7

Registered Agent

The Registered Agent and the street address of the Initial Registered Office of the Corporation in the State of Florida shall be:

James L. Pruden, Esq.
370 W. Camino Gardens Blvd., Ste. 210
Boca Raton, FL 33432

Article 8

Board of Directors

The initial Board of Directors shall consist of (1) member, the name and address of whom is as follows:

Bernard Shavitz
7777 Afton Villa Circle
Boca Raton, FL 33433

The person named as the initial Director shall hold office for the first year of existence of this Corporation, or until his successors are duly elected or appointed and qualified, whichever occurs first.

Article 9

Indemnification

No Director or Officer of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for breach of his/her duty of care or other duty as a Director; provided that this provision shall eliminate or limit the liability of a Director or Officer only to the extent permitted from time to time by the Florida Business Corporation Act or any successor law or laws.

Article 10

Incorporator

The name of the person signing these Articles of Incorporation as the Incorporator is James Pruden, Esq. whose address is 370 W. Camino Gardens Blvd., Suite 210, Boca Raton, FL 33432.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on February 17, 2003.


James L. Pruden, Esq., Incorporator

FILED

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

03 FEB 18 PM 3: 31

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501, Florida Statutes, **CHARGE CARD**
SYSTEMS HOLDINGS, INC., a corporation existing under the laws of the State of Florida
with its principal office and mailing address at 7777 Afton Villa Circle, Boca Raton, FL
33433 has named James L. Pruden, Esq., whose address is 370 W. Camino Gardens
Blvd., Ste. 210, Boca Raton, FL 33432 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.


James L. Pruden, Esq.