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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Ronald Davidovic, Esq. 1020 NW 163rd Drive Miami, FL 33169

March 18, 2003

Department of State Division of Corporations 409 East Gaines Street Tallahassee, Florida 32399

RE: IPREPAY, INC.

To Whom It May Concern:

I have enclosed an original copy of the Articles of Incorporation for Iprepay, Inc. and a check in the amount of \$78.75 payable to the Florida Division of Corporations.

Please send a filed copy of the Articles of Incorporation to:

Engin Yesil c/o Ronald Davidovic, Esq. 1020 NW 163rd Drive Miami, FL 33169

Thank you for your cooperation with this matter.

Sincerely,

Ronald Davidovic, Esq.

Enclosure

ARTICLES OF INCORPORATION OF IPREPAY, INC.

The undersigned Incorporator to these Articles of Incorporation hereby forms a Corporation under the laws of the State of Florida in accordance with the Florida Business Corporation Act.

ARTICLE I CORPORATE NAME

The name of this Corporation shall be:

Iprepay, Inc.

ARTICLE II TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE III NATURE OF BUSINESS AND POWERS

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

ARTICLE IV CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is One Hundred Thousand (100,000) shares of common stock having a par value of One Cent (\$0.01) per share.

ARTICLE V REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial registered office of this Corporation in the State of Florida shall be:

Engin Yesil 1020 NW 163rd Drive Miami, FL 33169

The principal address is the same.

The Board of Directors may, from time to time, move the registered office to any other address in the State of Florida.

ARTICLE VI BOARD OF DIRECTORS

This Corporation shall have one Director initially. The number of Directors may be increased or decreased from time to time by By-Laws adopted by the Board of Directors, but shall never be less than one (1).

ARTICLE VII INITIAL DIRECTOR

The name of the Initial Director of this Corporation and his street address is:

Engin Yesil 1020 NW 163rd Drive Miami, FL 33169

The Initial Director shall hold office for the first year of existence of this Corporation or until his successors are elected or appointed and has qualified, whichever occurs first.

ARTICLE VIII INCORPORATOR

The name and address of the Incorporator is:

Engin Yesil 1020 NW 163rd Drive Miami, FL 33169

ARTICLE IX AMENDMENT

The Corporation reserves the right, to amend or repeal any provisions contained in these Articles of Incorporation or any Amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation this 18th day of March 2003.

Engin Yesil, Incorporator

STATE OF FLORIDA) SS.: COUNTY OF MIAMI- DADE)

BEFORE ME, a Notary Public, personally appeared Engin Yesil, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to these Articles of Incorporation.

WITNESS my hand and official seal at Miami, Miami-Dade County, Florida this 18th day of March 2003.

NOTARY PUBLIC
State of Florida at Large

My Commission Expires:

Ronald Davidovic Commission # DD 068567 Expires Oct. 30, 2005 Borded Thru Atlantic Bonding Co., Inc.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the following is submitted in compliance with said Sections:

That Iprepay, Inc., desiring to organize under the laws of the State of Florida, has named Engin Yesil, 1020 NW 163rd Drive, Miami, FL 33169 as its agent to accept service of process within the state.

ACKNOWLEDGEMENT

Having been named as registered agent to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

Engin Yesil

Date:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA