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(Requestor's Name)

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PICK-UP WAIT MAIL

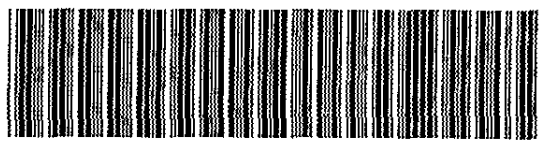
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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2003 MAY 12 AM 11:00
TALLAHASSEE FLORIDA

5/19/03

TRANSMITTAL LETTER

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2003 MAY 12 AM 11:00

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: E Payment Solutions International, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$70.00 Filing Fee
 \$78.75 Filing Fee & Certificate of Status

\$78.75 Filing Fee & Certified Copy
 \$87.50 Filing Fee, Certified Copy & Certificate of Status

ADDITIONAL COPY REQUIRED

FROM: Andrew Dudzinski
Name (Printed or typed)

MHG Services, Inc. 1015 N. America Way, Suite 110
Address

Port of Miami, FL 33132
City, State & Zip

305 530 0086
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

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2003 MAY 12 AM 12:01

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

Article I Name

The name of the corporation shall be: E Payment Solutions International, Inc.

Article II Principal Office

The principal place of business and mailing address is: c/o MHG Services, Inc, 1015 N. America Way, Suite 110, Port of Miami, FL 33132

Article III Purpose

The purpose for which the corporation is organized is: To develop, market, and administer electronic payment solutions for the marine industry.

Article IV Shares

The number of shares of stock is: 9,000 shares.

Article V Initial Directors and Officers

Director: Andrew Dudzinski, c/o MHG Services, Inc, 1015 N. America Way, Suite 110, Port of Miami, FL 33132.

Director: Peter Hult, c/o MHG Services, Inc, 1015 N. America Way, Suite 110, Port of Miami, FL 33132.

Director: Stuart Benavides, c/o MHG Services, Inc, 1015 N. America Way, Suite 110, Port of Miami, FL 33132.

Director: Paolo Benavides, c/o MHG Services, Inc, 1015 N. America Way, Suite 110, Port of Miami, FL 33132.

Director: Jay Ellenby, c/o MHG Services, Inc, 1015 N. America Way, Suite 110, Port of Miami, FL 33132.

Director: John LaCapra, c/o MHG Services, Inc, 1015 N. America Way, Suite 110, Port of Miami, FL 33132.

Director and Chief Executive Officer: Charles Gordon Holladay, c/o MHG Services, Inc, 1015 N. America Way, Suite 110, Port of Miami, FL 33132.

Article VI Registered Agent

Philip Brazlavsky, Esq., c/o MHG Services, Inc, 1015 N. America Way, Suite 110, Port of Miami, FL 33132.

Article VII Incorporator

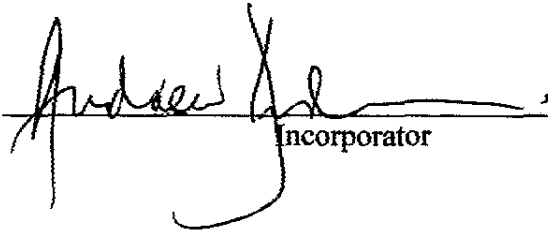
Andrew Dudzinski, c/o MHG Services, Inc, 1015 N. America Way, Suite 110, Port of Miami, FL 33132.

Having been named 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



Registered Agent

May 9, 2003
Date



Incorporator

9th May, 2003
Date

2003 MAY 12 AM 11:00
STATE
TALLAHASSEE FLORIDA

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