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SECRETARY OF STATE
-ALLAHABAD, FL 32017

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(954) 979-8661
FAX (954) 979-8662

May 21, 2003

**Secretary of State
Division of Corporations
409 E. Gaines St.
Tallahassee, Florida 32399**

Re: Imperial A.T.M. Systems, Inc.

Dear Sir,

Enclosed for filing please find original Articles of Incorporation, stamped copy and my check for the filing fee on the above referenced corporation.

Please file the Articles and return a stamped copy to this office.

Thank you for your cooperation.

Very Truly Yours,

Lawrence Presser

ARTICLES OF INCORPORATION
OF
IMPERIAL A.T.M. SYSTEMS, INC.

FILED
03 MAY 22 AM 11:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to incorporate under the laws of the State of Florida, hereby submit the following:

ARTICLE I

The name of the corporation is IMPERIAL A.T.M. SYSTEMS, INC.

ARTICLE II

The general purpose for which the corporation is organized is to engage in any lawful business permitted for corporations under the Florida General Corporation Act.

ARTICLE III

The duration of the corporation is perpetual.

ARTICLE IV

The aggregate number of shares which the corporation is authorized to issue is one hundred. The par value of each share shall be one dollar. The shares shall be of a single class.

ARTICLE V

The street address of the corporation's principal place of the business is 5549 NORTH MILITARY TRIAL, BOCA RATON, FLORIDA 33496, # 2504.

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ARTICLE VI

The Registered Agent for the corporation is JORDAN BURT, whose address is 5549 NORTH MILITARY TRAIL, BOCA RATON, FLORIDA 33496^{#2504}.

ARTICLE VII


The number of directors constituting the initial Board of Directors is TWO. The names and addresses of the persons who are to serve as members of the initial Board of Directors are JORDAN BURT whose address is 5549 NORTH MILITARY TRIAL, BOCA RATON, FLORIDA 33496^{#2504} and ANTHONY TAINES, whose address is 5485 GRAND PARK PLACE, BOCA RATON, FLORIDA 33486.

ARTICLE VIII

The names and addresses of the incorporators of the corporation are: JORDAN BURT whose address is 5549 NORTH MILITARY TRIAL, BOCA RATON, FLORIDA 33496 and ANTHONY TAINES, whose address is 5485 GRAND PARK PLACE, BOCA RATON, FLORIDA 33486^{#2504}.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 21 day of May, 2003.


JORDAN BURT


ANTHONY TAINES

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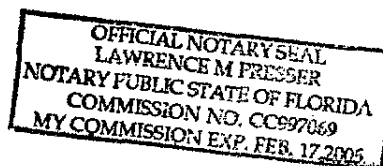
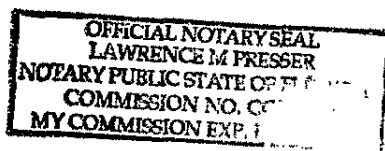
STATE OF FLORIDA)
 SS
COUNTY OF BROWARD)

BEFORE ME, a Notary Public duly authorized to take acknowledgements in the State and County set forth above, personally appeared JORDAN BURT and ANTHONY TAINES, who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation.

WITNESS my official hand and seal in the State and County aforesaid this 21 day of May, 2003.

My Commission Expires:

Lawrence M. Presser
Notary Public




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The following is submitted pursuant to Chapter
Florida Statutes:


That, IMPERIAL A.T.M. SYSTEMS, INC., desiring to
organize under the laws of the State of Florida, with its
principal office as indicated in the Articles of Incorporation in
the City of BOCA RATON, County of PALM BEACH, State of Florida, has
named JORDAN BURT as its agent to accept service of process in
this State.

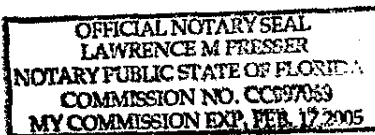
ACKNOWLEDGEMENT: Having been named to accept service
of process for the above stated corporation at the place
designated in the Articles of Incorporation, I hereby accept to
act in that capacity and agree to comply with the provisions of
the Florida Corporation Act regarding keeping said corporation's
registered office open.


JORDAN BURT
Registered Agent

Sworn to, subscribed and acknowledged before me by
JORDAN BURT this 21 day of May, 2003.

My Commission Expires:


Notary Public



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03 MAY 22 AM 11:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA