

Division JUL 7. 2003 3:09PM

PORGES, HAMLIN, KNOWLES & PROUTY

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Florida Department of State
Division of Corporations
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Account Name : PORGES, HAMLIN, KNOWLES AND PROUTY, PA.
Account Number : 076077002227
Phone : (941)748-3770
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FLORIDA PROFIT CORPORATION OR P.A.

American Payments Processing Corporation

Certificate of Status	0
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State Audit #

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**Articles of Incorporation
of
American Payments Processing Corporation
A Florida Corporation**

ARTICLE I - NAME

The name of the Corporation is:

American Payments Processing Corporation, a Florida corporation

ARTICLE II - PRINCIPAL OFFICE

The street address of this corporation's initial principal office is 1201 6th Avenue West, Suite 210, Bradenton, Florida 34205. The initial mailing address of the corporation is 1201 6th Avenue West, Suite 210, Bradenton, Florida 34205.

ARTICLE III - DURATION

This corporation shall have perpetual existence, commencing upon filing of these articles with the Secretary of State of Florida.

ARTICLE IV - PURPOSE

This corporation is organized for the transaction of all lawful business purposes.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 1,000,000 shares of voting common stock having no par value per share.

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INCORPORATION AGENTS

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ARTICLE VI - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 1205 Manatee Avenue West, Bradenton Florida 34205, and the name of the initial registered agent of this corporation at that office is John D. Bonanno, Esq.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time in accordance with the Bylaws, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

Vivian C. Dias
5133 Tomken Road
Mississauga Ontario L4W1P1

Wingloon Lawrence Tong
1411 Freeway Drive
Santa Fe Springs, CA 90670

ARTICLE VIII - INCORPORATOR

The name and address of the initial incorporator is:

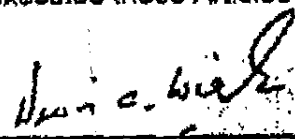
Vivian C. Dias
5133 Tomken Road
Mississauga, Ontario, L4W1P1

ARTICLE IX - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 7th day of July 2003.

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Vivian C. Dias

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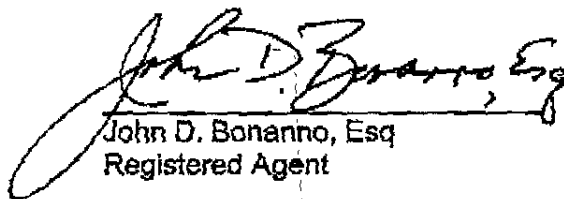
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ACCEPTANCE OF REGISTERED AGENT

I HEREBY CERTIFY that I am familiar with and accept the duties and responsibilities as registered agent for American Payments Processing Corporation, a Florida corporation.

Dated July 7, 2003


John D. Bonanno, Esq
Registered Agent

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