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SECRETATY OF STATE
TALLAHASSEE FLOOR

J. JEFFERY SLINGERLAND

Attorney at Law

6856 Caroline Street, Suite 101 Milton, Florida 32570 January 8, 2004

(850) 626-4353.

Facsimile: (850) 626-4309

Corporate Records Bureau Division of Corporations Department of State Post Office Box 6327 Tallahassee, FL 32314

Re: TOTAL MERCHANT SERVICES, INC.

Dear Sir or Madam:

Enclosed herewith please find the original and one (1) copy of the Articles of Incorporation of TOTAL MERCHANT SERVICES, INC., together with our check in the amount of \$122.50 representing:

CORPORATE FILING FEE:

\$ 35.00

CERTIFIED COPY

52.50

RESIDENT AGENT DESIGNATIONS:

35.00

TOTAL:

\$122.50

Should you have any questions or comments, please do not hesitate to contact the undersigned. Thank you for your assistance in this matter.

Sincerely yours,

JJS\kal Enclosures

cc: client

ARTICLES OF INCORPORATION

OF

TOTAL MERCHANT SERVICES, INC.

SECRETARY OF STATE TALLAHASSEE, FLORIDA

<u>ARTICLE I – NAME</u>

The Name of the Corporation is TOTAL MERCHANT SERVICES, INC.

ARTICLE II

The duration of the corporation shall be perpetual. Existence of the corporation shall commence on the date of execution and acknowledgement of these articles.

ARTICLE III – PURPOSES

The corporation is organized for the purpose of all lawful business.

ARTICLE IV

This corporation is authorized to issue 100 shares, all of which shall be common shares with par value of \$1.00.

ARTICLE V - INITIAL PRINCIPAL OFFICE AND MAILING ADDRESS

The initial principal office of the corporation is 6405 Lynnwood Circle, Milton, Florida 32583. The mailing address of the corporation is 6223 Highway 90, #186, Milton, FL 32570.

ARTICLE VI - INITIAL REGISTERED AGENT

The name of the initial registered agent of this corporation is TODD SUMRALL and his street address is 6405 Lynnwood Circle, Milton, Florida 32583.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one. The name and address of the initial director of this corporation is:

ADDRESS NAME Todd Sumrall

6405 Lynnwood Circle, Milton, Florida 32583

<u>ARTICLE VIII – INCORPORATORS</u>

The name and address of the person	signing these articles is:
NAME	ADDRESS
Todd Sumrall	6405 Lynnwood Circle, Milton, Florida 32583

<u>ARTICLE IX – BY-LAWS</u>

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE X

This corporation reserves the right to amend or repeal any provision contained in these articles of incorporation, or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

TODD SUMPALL

STATE OF FLORIDA COUNTY OF SANTA ROSA

The foregoing Articles of Incorporation were acknowledged before me this ______ day of January, 2004, by TODD SUMRALL, who is personally well known to me or who produced valid identification in the form of ______.



Rathy H. Long
Printed Name of Notary

My Commission Expires: 10/31/05

ACCEPTANCE OF REGISTERED AGENT

I, TODD SUMRALL, hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

TØDD SUMRALL