

JUN-18 2004

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FLORIDA PROFIT CORPORATION OR P.A.

KWIKPAY SOLUTIONS, INC.

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FAX AUDIT # tb40001289463

ARTICLES OF INCORPORATION

In compliance with Chapter 607, F.S.

ARTICLE I NAME

The name of the corporation shall be: **KWIKPAY SOLUTIONS, INC.**

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:
2514 N. W. 64th Blvd., Suite 101, Boca Raton, Florida 33496.

ARTICLE III PURPOSE

The purpose for which the corporation is organized is: Sale Of Mobile Processing Terminals.

ARTICLE IV SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 2,000. The par value of each share of stock is \$0.01.

ARTICLE V OFFICERS/DIRECTORS

The initial directors of the corporation are:

Barry Harrison, C.E.O., 2514 N. W. 64th Blvd., Suite 101, Boca Raton, Florida 33496

Rodolfo Estefano, 2514 N. W. 64th Blvd., Suite 101, Boca Raton, Florida 33496

Andrew Diaz - Executive Vice President Business Development, 2514 N. W. 64th Blvd., Suite 101, Boca Raton, Florida 33496

The initial officers of the corporation are:

Rodolfo Estefano, President, 2514 N. W. 64th Blvd., Suite 101, Boca Raton, Florida 33496

Roberto Perez, V.P., 110 East Broward Blvd., Ft. Lauderdale, Florida 33301

ARTICLE VI REGISTERED AGENT

The name and Florida Street address of the registered agent is: Barry Harrison, 2514 N. W. 64th Blvd., Suite 101, Boca Raton, Florida 33496. Located in the County of Palm Beach.

ARTICLE VII ADDITIONAL PROVISIONS

KWIKPAY, BJP, L.L.C. will own 50% of the shares, and NETSOURCING GROUP, INC. will own 35% of the shares. The remaining 15% of the shares will be held in trust and shall be assigned to the investor or investors of KWIKPAY SOLUTIONS, INC. NETSOURCING GROUP, INC. shall have the first right of refusal with regard to the remaining 15% of the shares. Said shares shall be assigned to NETSOURCING GROUP, INC. if no investor is needed for KWIKPAY SOLUTIONS, INC. No shares of the 15% of the remaining shares shall be distributed unless all directors and/or officers of KWIKPAY SOLUTIONS, INC. agree upon such distribution of shares.

ARTICLE VIII INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is: Business Filings Incorporated, Mark Schiff, AVP, 8025 Excelsior Dr., Suite 200, Madison, WI 53717.

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I hereby accept the appointment as registered agent and agree to act in this capacity.

Signature:

Barry Harrison

Date: June 10, 2004

Signature:

Business Filings Incorporated, Incorporator
Mark Schiff, AVP

Date: June 10, 2004

The document was prepared by: Business Filings Incorporated, Mark Schiff, 8025 Excelsior Dr.,
Suite 200, Madison, WI 53717. 608-827-5300

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