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(((H04000212713 3)))

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From:

Account Name : M. BURR KEIM COMPANY

Account Number : I19990000242 Phone : (215)563-8113 Fax Number : (215)977-9386

FLORIDA PROFIT CORPORATION OR P.A.

AMERICAN DIRECT, INC.

Certificate of Status	1
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10/25/2004



FLORIDA DEPARTMENT OF STATE Glenda E. Hood Secretary of State

October 26, 2004

M. BURR KEIM

SUBJECT: AMERICAN DIRECT, INC.

REF: W04000039358

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Adding "of Florida" or "Florida" to the end of a name is not acceptable.

The document number of the name conflict is P04000146148.

An effective date may be added to the Articles of Incorporation if a 2005 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

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Doris Brown Document Specialist New Filings Section FAX Aud. #: H04000212713 Letter Number: 404A00061582

M. BURR KEIM COMPANY

(((H040002127133)))

ARTICLES OF INCORPORATION

OF

AMERICAN PAYMENT, INC. 1.

The undersigned, incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

AMERICAN PAYMENT, INC.

ARTICLE II PRINCIPAL OFFICE

The mailing address of this corporation shall be:

1717 North Bayshore Drive, Apt. 1834, Miami, FL 3313:

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One thousand (1,000) shares without par value

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Robert N. Sacks

1717 North Bayshore Drive, Apt. 1834 Miami, FL 33132

ARTICLE V INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Robert N. Sacks

1717 North Bayshore Drive, Apt. 1834 Miami, FL 33132

The undersigned has executed these Articles of Incorporation this 21st day of October, 2004.

Robert M. Sacks Incorporator

M. BURR KEIM COMPANY

(((H040002127133)))

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

AMERICAN PAYMENT, INC.

2. The name and address of the registered agent and office is

Robert N. Sacks

1717 North Bayshore Drive, Apt 21893 Miami, FL 33132

Signature

Robert W. Sacks

Title: Incorporator

Date: October 21, 2004

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HERBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Robert M. Sacke

Date: October 21, 2004