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DIVISION OF CORPORATIONS

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Florida Department of State
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FLORIDA PROFIT CORPORATION OR P.A.

USA CARD SERVICES, INC.

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ARTICLES OF INCORPORATION

OF

USA CARD SERVICES, INC.

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is **USA CARD SERVICES, INC.**

ARTICLE II - NATURE OF BUSINESS

The general character, purpose, and nature of business to be transacted by this corporation are to carry on in any capacity and business or trade deemed legal in the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 500 shares of common stock, each share having a par value of \$1.00.

ARTICLE IV - INITIAL CAPITAL

The amount of the capital with which this corporation shall begin business is \$500.00.

ARTICLE V - TERM OF EXISTENCE

The corporation shall have perpetual existence.

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ARTICLE VI - ADDRESS

The initial street address of the principal office of this corporation is to be at:

Mailing:

7951 SW 40th Street, Suite 206, Miami, FL 33155

Principle:

7951 SW 40th Street, Suite 206, Miami, FL 33155

The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE VII - REGISTERED AGENT

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:


That, **USA CARD SERVICES, INC.** preparing to organize under the laws of the State of Florida with its principal office as indicated in the Article of Incorporation, County of Miami - Dade, has named:

Osvaldo J. Diaz
7951 SW 40th Street, Suite 206
Miami, FL 33155

Its agent to accept service of process within this state.

ARTICLE VIII - ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.



Osvaldo J. Diaz
Registered Agent

The corporation shall have (0) director initially. The number of directors may be increased or diminished from time to time by the By-laws, but shall never be less than one.

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TAMPA, FL 33602

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ARTICLE IX - INCORPORATION

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

Oswaldo J. Diaz
7951 SW 40th Street, Suite 206
Miami, FL 33155


ARTICLE X - EFFECTIVE DATE

These Articles of Incorporation shall be effective upon acceptance by the Secretary of State.

ARTICLE XI - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. The Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon, shall approve every amendment manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, we have hereunto set our hands and seals, acknowledged and filed this foregoing, Articles of Incorporation under the laws of the State of Florida, this 2ND day of December AD 2004.


Oswaldo J. Diaz