

# POS000043314

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**To:**

Division of Corporations  
Fax Number : (850) 205-0381

**From:**

Account Name : FAS-T CORP. AGENTS, INC.  
Account Number : 071001002335  
Phone : (305) 599-0839  
Fax Number : (305) 716-0346

## FLORIDA PROFIT CORPORATION OR P.A.

### G & M FIRST PAYMENT SYSTEMS INC

Certificate of Status	0
Certified Copy	1
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## ARTICLES OF INCORPORATION

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following articles of incorporation:

### ARTICLE ONE

The name of the corporation is G & M First Payment Systems Inc

### ARTICLE TWO

The duration of the corporation is perpetual.

### ARTICLE THREE

The general purpose for which the corporation is organized is:

1. To engage in the business of credit card processing.
2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

### ARTICLE FOUR

The aggregate number of shares which the corporation is authorized to issue is 100. Such shares shall be of a single class, and shall have a \$5.00 par value.

### ARTICLE FIVE

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than ten persons. Stock shall be issued and transferable only to natural persons.

#### ARTICLE SIX

No stockholder shall have the right to sell, assign, pledge, transfer, devise, or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at the net asset value thereof.

#### ARTICLE SEVEN

The street address of the initial business office of the corporation is 19479 SW 54<sup>TH</sup> Street, Miramar, Fl 33029 and the name of the initial registered agent is Victor G McLean.

#### ARTICLE EIGHT

The number of directors constituting the initial board of directors of the corporation is three. The name and address of each person who is to serve as member of the board of directors is:

NAME	ADDRESS
Victor G McLean P/D	19479 SW 54th Street, Miramar, Fl 33029
Melanie E McLean	19479 SW 54th Street, Miramar, Fl 33029

#### ARTICLE NINE

A unanimous vote of directors for effective director action is required at all directors meetings.

#### ARTICLE TEN

The name and address of each incorporator is:

NAME	ADDRESS
Victor G McLean	19479 SW 54th Street Street Miramar, Fl 33029

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EXECUTED BY THE UNDERSIGNED AT MIAMI, FLORIDA ON November 10, 2004  
CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR  
DOMICILE OR THE SERVICE OF PROCESS WITHIN THE STATE, NAMING  
AGENT UPON WHOM  
PROCESS MAY BE SERVED.

In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in  
compliance with said Act:

First that G & M First Payment Systems Inc desiring to organized under the laws of  
Florida with its principal office, as indicated in the articles of incorporation at City of  
Miramar, County of Broward, State of Florida has named Victor G McLean, 19479 SW  
54 Street Miramar, Broward, FL 33029 as its agent to accept service of process within the  
State.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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

By   
Signature of Registered Agent and Incorporator  
VICTOR G MCLEAN