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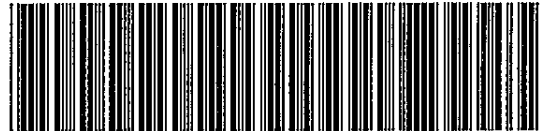
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05/16/05--01049--007 **122.50

EFFECTIVE DATE
6-1-05

FILED
05 MAY 16 AM 9:06
F I L E D
MAY 16 2005
U.S. DEPT. OF JUSTICE

5/18/05

WALTER L. SCHAFER, JR., P.A.
Attorney and Counselor at Law #
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Clearwater, Florida 33761-2607
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WALTER L. SCHAFER, JR.
Juris Doctor
Masters of Law in Taxation
Board Certified Tax Attorney

Wills, Estates & Trusts
Business & Corporate Law
Real Estate Law
Taxation

May 11, 2005

Charter Section
Division of Corporations
Department of State
State of Florida
P. O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation for Vanguard Payment Systems, Inc.

Gentlemen:

Enclosed are two (2) originals of the Articles of Incorporation for the above-referenced corporation, together with my firm's check number 2126, in the amount of \$122.50, representing the following:

Filing fee	\$ 35.00
Registered Agent Fee	35.00
Certified Copy	<u>52.50</u>
Total	\$122.50

Please return one of the originals confirming the date same was received and filed with your office. Also, please note that we are requesting an effective date of June 1, 2005. If you have any questions, please call.

Very truly yours,
WALTER L. SCHAFER, JR., P.A.


Walter L. Schafer, Jr.

WLS:mbg
Enclosures
cc: Mel Ora
Ravi Chatani

**ARTICLES OF INCORPORATION
OF
VANGUARD PAYMENT SYSTEMS, INC.**

FILED
05 MAY 16 AM 9:06
CLERK OF THE STATE
TALLAHASSEE, FLORIDA

ARTICLE I

EFFECTIVE DATE
6-1-05

NAME

The name of this corporation is Vanguard Payment Systems, Inc.

ARTICLE II

DURATION

This corporation shall have perpetual existence commencing on June 1, 2005.

ARTICLE III

PURPOSES

This corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue Ten Million (10,000,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V

PRINCIPAL OFFICE

The street address of the principal place of business of this corporation is 1155 Skye Lane, Palm Harbor, Florida 34683.

ARTICLE VI

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 2430 Estancia Boulevard, Suite 108, Clearwater, Florida 33671. The name of the initial Registered Agent of this corporation at that address is Walter L. Schafer, Jr.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
MELVIN D. ORA	1155 Skye Lane, Palm Harbor, FL 34683
RAVI C. CHATANI	5233 Enclave Drive, Oldsmar, FL 34677

ARTICLE VIII

INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
WALTER L. SCHAFER, JR.	2430 Estancia Boulevard, Suite 108 Clearwater, FL 33761

ARTICLE IX

CUMULATIVE VOTING

In any election of directors by the shareholders, each shareholder of record entitled to vote shall have the right to cumulate his shares and to give one (1) candidate as many votes as shall equal the number of directors to be elected multiplied by the number of shares owned by such shareholder, or to distribute them on the same principle among as many candidates as he sees fit; provided, however, that notice shall be given by any shareholder to the President or a Vice President of the corporation not less than twenty-four (24) hours before the time fixed for the holding of the meeting for the election of directors that he intends to accumulate his votes at such election. This right to vote cumulatively shall not be further restricted or qualified by any provision in the Bylaws of the corporation.

ARTICLE X

PREEMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE XI

INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XII

LONG-TERM EMPLOYMENT CONTRACT

The Board of Directors may authorize the corporation to enter into employment contracts with any executive officer for periods longer than one year, and any Article or Bylaw provision for annual election shall be without prejudice to the contract rights, if any, of the executive officer under such contracts.

ARTICLE XIII

BYLAWS


The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE XIV

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this 11th day of May, 2005.


WALTER L. SCHAFER, JR.
INCORPORATOR

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 11th day of May, 2005, by WALTER L. SCHAFER, JR., who is personally known to me or who has produced a current Florida driver's license as identification.



Mary Beth Grove
My Commission DD116007
Expires May 08, 2008

Mary Beth Grove
Notary Public-State of Florida

Mary Beth Grove
Typed or Printed Name of Notary
My Commission Expires:
My Commission Number:

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED

95 MAY 16 AM 9:06

**CLERK OF STATE
TALLAHASSEE, FLORIDA**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

NAME OF CORPORATION: Vanguard Payment Systems, Inc.

REGISTERED OFFICE ADDRESS: 2430 Estancia Blvd., Suite 108
Clearwater, FL 33761-2607

REGISTERED AGENT: Walter L. Schafer, Jr.

The above corporation at its listed Registered Office address hereby names the above listed individual as its agent to accept service of process within the State of Florida.

DATED the 11th day of May, 2005.


WALTER L. SCHAFER, JR.
Incorporator

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 all statutes relative to the proper and complete performance of my duties.


WALTER L. SCHAFER, JR.
Registered Agent