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DIVISION OF CORPORATIONS

BASIC AMENDMENT

VANGUARD PAYMENT SYSTEMS, INC.

Certificate of Status	1
Certified Copy	0
Page Count	03
Estimated Charge	\$43.75

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

July 5, 2005

VANGUARD PAYMENT SYSTEMS, INC.
1155 SKYE LANE
PALM HARBOR, FL 34683SUBJECT: VANGUARD PAYMENT SYSTEMS, INC.
REF: F05000072230

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

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6916.

Carol Mustain
Document SpecialistFAX Aud. #: H05000161749
Letter Number: 205A00044668

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
VANGUARD PAYMENT SYSTEMS, INC.

Pursuant to the provisions of Sections 607.1006 and 607.1007, Florida Statutes, VANGUARD PAYMENT SYSTEMS, INC., does hereby adopt the following Amended and Restated Articles of Incorporation.

The undersigned, president of VANGUARD PAYMENT SYSTEMS, INC., does hereby certify that the board of directors, on July 1, 2005, adopted all Amendments provided for herein. The undersigned further certifies that, on July 1, 2005, the shareholders of this Corporation approved the Amendments and the number of votes cast in favor of the Amendments was sufficient for approval.

Amendment Adopted: Article I through Article XIV of the Articles of Incorporation are hereby deleted, and the following Articles are inserted in place thereof:

ARTICLE I - Name and Address:

The name of this corporation is VANGUARD PAYMENT SYSTEMS, INC. The mailing address and principal office of the corporation is 1825 1155 Skye Lane, Palm Harbor, Florida 34683.

ARTICLE II - Duration

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

ARTICLE III - Purpose

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 10,000,000 shares of common stock, which shall be designated as "Common Shares." The par value of each share of stock shall be \$0.001.

ARTICLE V - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 1155 Skye Lane, Palm Harbor, FL 34683, and the name of the initial registered agent of this corporation at that address is Melvin D. Ora.

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TALLAHASSEE, FLORIDA

ARTICLE VI - 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 VII - Indemnification

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

ARTICLE VIII - 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 IX - 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 X - 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.

The undersigned has executed these Amended and Restated Articles of Incorporation this 1st day of July, 2005.

VANGUARD PAYMENT SYSTEMS, INC.

By: 

Melvin D. Ora, Chairman

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ACCEPTANCE OF DESIGNATION

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above-named corporation, at the place designated above, and agrees to comply with the provisions of Fla. Stat. §48.091(2) relative to maintaining an office for the service of process.


Melvin D. Ora, Chairman

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