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From:
Account Name : EMPIRE CORPORATE KIT COMPANY
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

05 JUL 14 AM 10:10

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ARTICLES OF INCORPORATION

OF

05 JUL 14 AM 10:11

FIRST RATE PROCESSING, INC., a Florida Corporation

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this Corporation is:

FIRST RATE PROCESSING, INC., a Florida Corporation

ARTICLE II

This Corporation shall exist in perpetuity commencing on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE III

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

This Corporation is authorized to issue 10,000 shares of \$1.00 par value common stock which shall be designated as "Common Shares."

ARTICLE V

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this Corporation the assets of the Corporation shall be payable to and distributed ratably among the holders of record of the Common Shares.

ARTICLE VI
VOTING RIGHTS:

Except as otherwise provided by Law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

Prepared by:
Yale Manoff, Esq.
Yale Manoff, P.A.
900 N. Federal Highway Suite 240
Boca Raton, Florida 33432

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ARTICLE VII
PREEMPTIVE RIGHTS:

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VIII

The street address of the initial registered office of this Corporation is: 6452 Catalina Lane, Tamarac, Florida 33321, and the name of the initial registered agent of this Corporation at that address is: Angela M. Shrump, and the principal place of business of the corporation is 6452 Catalina Lane, Tamarac, Florida 33321.

ARTICLE IX.

This Corporation shall have One (1) Director initially. The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The names and address of the initial Director of this Corporation is:

ANGELA M. SHRUM
6452 CATALINA LANE
TAMARAC, FLORIDA 33321

ARTICLE X.

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

ANGELA M. SHRUM
6452 CATALINA LANE
TAMARAC, FLORIDA 33321

ARTICLE XI
AMENDMENT:

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 27TH day of June, 2005.

FIRST RATE PROCESSING, INC., a
Florida Corporation

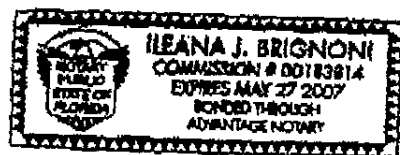
BY: 
ANGELA M. SHRUM, Incorporator

STATE OF FLORIDA)

COUNTY OF PALM BEACH)

I HEREBY CERTIFY on this day, before me, an officer duly authorized to administer oaths and to take acknowledgments, personally appeared ANGELA M. SHRUM, known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above-named person; i.e., Florida Drivers License and that an oath was not taken.

WITNESS my hand and official seal, this 27TH day of JUNE, 2005, in the County and State aforesaid.





NOTARY PUBLIC
PRINTED NAME: ILEANA J. BRIGNONI
MY COMMISSION EXPIRES: MAY 27, 2007

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, 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 FIRST RATE PROCESSING, INC., A FLORIDA CORPORATION
DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA,
WITH ITS PRINCIPAL OFFICE, AS INDICATED IN THE ARTICLES OF
INCORPORATION AT 6452 CATALINA LANE, TAMARAC, FLORIDA 33321 HAS
NAMED ANGELA M. SHRUM, LOCATED AT 6452 CATALINA LANE, TAMARAC,
FLORIDA 33321 AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN
FLORIDA.

FIRST RATE PROCESSING, INC., a Florida
Corporation

BY: 
ANGELA M. SHRUM, Incorporator

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND FURTHER
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO
THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

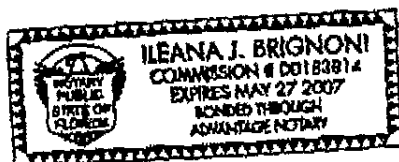
FIRST RATE PROCESSING, INC., a Florida
Corporation


BY: 
ANGELA M. SHRUM
Dated:

STATE OF FLORIDA
COUNTY OF PALM BEACH }

I HEREBY CERTIFY on this day, before me, an officer duly authorized to administer oaths and to take acknowledgments, personally appeared ANGELA M. SHRUM, known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above-named person; Florida Drivers License and that an oath was not taken.

WITNESS my hand and official seal, this 27TH day of JUNE, 2005, in the County and State aforesaid.




NOTARY PUBLIC
PRINTED NAME: ILEANA J. BRIGNONI
MY COMMISSION EXPIRES: MAY 27, 2007

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