

**Electronic Articles of Incorporation
For**

P05000129951
FILED
September 21, 2005
Sec. Of State
cblalock

PAY ALL CARD, INC

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

PAY ALL CARD, INC

Article II

The principal place of business address:

2963 GULF TO BAY BLVD
SUITE 110
CLEARWATER, FL. 33759

The mailing address of the corporation is:

2963 GULF TO BAY BLVD
SUITE 110
CLEARWATER, FL. 33759

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

1000

Article V

The name and Florida street address of the registered agent is:

JAMES L THOMPSON
2049 LARCHWOOD CT
TRINITY, FL. 34655

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: JAMES L THOMPSON

Article VI

The name and address of the incorporator is:

JAMES L THOMPSON
2049 LARCHWOOD CT

TRINITY, FL 34655

Incorporator Signature: JAMES L THOMPSON

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P
JAMES L THOMPSON
2049 LARCHWOOD CT
TRINITY, FL. 34655

Title: T
KEN G NAGEL
1108 BERKSHIRE LANE
TARPON SPRINGS, FL. 34688

Title: VP
JOHN C DIPASQUALE
9525 DANTEL DR
NEW PORT RICHEY, FL. 34654

Article VIII

The effective date for this corporation shall be:

09/15/2005