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DIVISION OF CORPORATIONS
05 NOV 17 AM 7:48

COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Total Processing Services, Inc

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Charles R. Gugliuzza

Name (Printed or typed)

381 N. Krome Avenue, Suite 205

Address

Homestead, FL 33030

City, State & Zip

305-247-5040

Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF
TOTAL PROCESSING SERVICES, INC

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I, the undersigned incorporator of this corporation under Florida Statute 607, as amended, do hereby associate myself to form a corporation and adopt the following Articles of Incorporation.

ARTICLE I
NAME OF CORPORATION

The name of this corporation is:

TOTAL PROCESSING SERVICES, INC

ARTICLE II
PRINCIPAL OFFICE

The initial principal office and mailing address is located at 16763 Hemingway Drive;
Weston, FL 33326

ARTICLE III
PURPOSE AND NATURE OF BUSINESS

The purpose of this corporation and general nature of the business to be conducted are as follows:

To engage in any business activity or endeavor which is lawful under the laws of the State of Florida, and the United States of America.

ARTICLE IV
DURATION OF CORPORATION

This corporation is to have perpetual existence commencing on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE V
CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is five hundred (500) shares of Common Stock, each share having no par value.

ARTICLE VI
INITIAL CAPITAL CONTRIBUTION

The amount of capital with which this corporation shall begin business shall not be less than Five Hundred (\$500.00) Dollars

ARTICLE VII
SUBSCRIBERS (INCORPORATORS)

The name and address of the subscriber of these Articles of Incorporation and the number of shares he has elected to take is as follows:

<u>SUBSCRIBER</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
Margaret De Palma	16763 Hemingway Drive Weston, FL 33326	500

ARTICLE VIII

DIRECTORS

The initial number of Directors of this corporation shall be one (1). The number of Directors may either be increased or decreased from time to time by a vote of the stockholders in conformity with the By-Laws of the Corporation but shall never be less than one (1).

ARTICLE IX

INITIAL BOARD OF DIRECTORS

The name and address of the member of the initial Board of Directors who, subject to the provisions of the Certificate of Incorporation, the By-Laws and the corporation Laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until his or her successors are elected and qualified, are:

NAME

Margaret De Palma

ADDRESS

310 Racquet Club Rd #105
Weston, FL 33326

ARTICLE X

INITIAL OFFICERS

The name and address of the member of the initial Officers who, subject to the provisions of the Certificate of Incorporation, the By-Laws and the corporation Laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until his or her successors are elected and qualified, are:

NAME

Office(s) Held

Margaret De Palma

President / Secretary / Treasurer

ARTICLE XI

VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purpose shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE XII

PRE-EMPTIVE 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 or she already holds, shall have the right to purchase his or her 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 XIII

INITIAL REGISTERED OFFICE AND AGENT


The street address of the initial registered office of this corporation is 381 N. Krome Avenue, Suite 205; Homestead, FL 33030, and the name of the initial Registered Agent of this corporation at that address is Charles R. Gugliuzza.

ARTICLE XIV

INDEMNIFICATION

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

DATED this 07 day of November, 2005


MARGARET DE PALMA

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST, TOTAL PROCESSING SERVICES, INC. IS DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 16763 HEMINGWAY DRIVE; WESTON, FL 33326, STATE OF FLORIDA, HAS NAMED CHARLES R. GUGLIUZZA, AT 381 N. KROME AVENUE, SUITE 205; HOMESTEAD, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

Signature: 

Title: DIRECTOR

Date: 11/07/05

Having been named as registered agent and to accept services of process for the above stated corporation, at the place designated in this certificate, I hereby agree to accept the appointment as registered agent and act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations as registered agent.

Signature: 
CHARLES R. GUGLIUZZA

Date: 11-7-05

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