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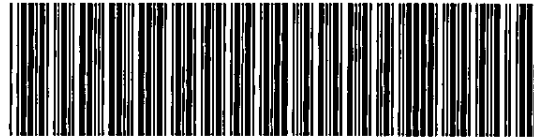
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MRD
2/22

WILLIAM N. ASMA, P.A.

884 SOUTH DILLARD STREET
WINTER GARDEN, FL 34787
407 656-5750
Fax: 407 656-0486
william.asma.pa@earthlink.net

February 20, 2007

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

RE: ARTICLES OF INCORPORATION/FILING

Dear Clerk:

Enclosed please find the articles of incorporation for Utility Pay Inc. , together with a check in the amount of \$78.75 for the filing of this corporation. Please forward to this office the certified copy of the articles once incorporation has occurred. If you have any questions, please feel free to call.

Sincerely,



Sharon D. Morgan for
William N. Asma P.A.

:sdm
Enclosures

**ARTICLES OF INCORPORATION
OF
UTILITY PAY, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned acting as incorporator of this corporation pursuant to Chapter 607 of the Florida statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such corporation.

ARTICLE I- NAME AND ADDRESS OF CORPORATION

The name of the corporation shall be Utility Pay, Inc. The address of the corporation shall be 2704 Rew Circle Suite 105 Ocoee, Florida 34761.

ARTICLE II-TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE III-NATURE OF BUSINESS

This corporation may engage or transact in any or lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV-CAPITAL STOCK

The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having a par value of \$.01 per share.

ARTICLE V-INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial street address of the registered office of this corporation in the state of Florida will be 884 South Dillard Street, Winter Garden, Florida 34787. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this corporation is William N. Asma, P. A. The Board of Directors may from time to time designate a new registered agent.

ARTICLE-VI-INITIAL OFFICERS AND BOARD OF DIRECTORS

- A. The initial number of Directors of this corporation shall be one.
- B. The number of Directors may be increased or diminished from time to time by the By-Laws adopted by the shareholders, but shall never be less than one.
- C. The name and address of the initial members of the Board of Directors, who shall hold office for the first year of existence of this corporation or until his or her successor is either elected or appointed and have qualified, are:

NAME

ADDRESS

Allan Eayrs

2704 Rew Circle Suite 105
Ocoee, Florida 34761

The name and address of the initial officers are as follows:

NAME

ADDRESS

OFFICE

Allan Eayrs

2704 Rew Circle Suite 105
Ocoee, Florida 34761

President/Treasurer
Secretary

ARTICLE VII-INCORPORATOR

The name and address of the incorporator of this corporation is:

NAME

STREET ADDRESS

William N. Asma

884 South Dillard Street
Winter Garden, Florida 34787

ARTICLE VIII-AMENDMENT TO ARTICLES

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

ARTICLE IX-INDEMNIFICATION

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

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at 884 South Dillard Street, Winter Garden, Florida 34787, this 20 day of FEB, 2007.



William N. Asma

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared William N. Asma known to me to be the individual described herein and who executed the foregoing Articles of Incorporation, and he acknowledged that he subscribed the said instrument for the uses and purposes set forth herein.

WITNESS my hand and official seal in the County and State aforesaid this
20 day of February, 2007.

Sharon D. Morgan
Notary Public

Print Name Sharon D Morgan

My commission Expires:



Sharon D. Morgan

My Commission DD254105

Expires September 28, 2007

Having been named as Registered Agent for the above stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of statutes relative to the property and complete performance of my duties.

William N. Asma

WILLIAM N. ASMA
884 South Dillard Street
Winter Garden, FL 34787

Date: 2/20/2007

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TALLAHASSEE, FLORIDA