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Division of Corporations
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TALLAHASSEE, FLORIDA

FLORIDA PROFIT/NON PROFIT CORPORATION

VANGUARD PAYMENT HOLDINGS, INC.

Certificate of Status	1
Certified Copy	0
Page Count	03
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION
OF
VANGUARD PAYMENT HOLDINGS, INC.

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ARTICLE I - Name and Address

The name of this corporation is VANGUARD PAYMENT HOLDINGS, INC. The mailing address and principal office of the corporation is 28100 U.S. Highway 19 North, Suite 411, Clearwater, Florida 33761.

ARTICLE II - Duration

This corporation shall have perpetual existence.

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 \$0.01.

ARTICLE V - Incorporator

The name of the person signing these Articles is A.R. NEAL, whose address is 911 Chestnut Street, Clearwater, Florida 33756.

ARTICLE VI - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 911 Chestnut Street, Clearwater, Florida 33756 and the name of the initial registered agent of this corporation at that address is A.R. NEAL.

ARTICLE VII - Initial Board of Directors

The number of Directors constituting the initial Board of Directors of the Corporation shall be one, and the name and address of the person sworn to serve as Directors until the first annual meeting of shareholders or until his successor is elected and qualified are:

Prepared By:

A.R. Neal, Esq.
Johnson, Pope, Bokor, Ruppel & Burns, LLP
911 Chestnut Street
Clearwater, Florida 33756
(727) 461-1818
Bar No. 0369132

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Name

Address

Melvin D. Ora

1155 Skyc Lane
Palm Harbor, Florida 34683

ARTICLE VIII - Indemnification

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

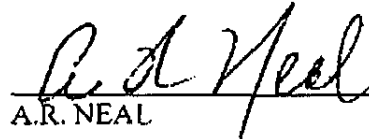
ARTICLE IX - Bylaws

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 thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the original incorporator, has executed these Articles of Incorporation this 16th day of August, 2007.


A.R. NEAL

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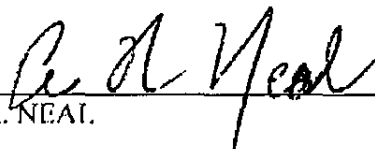
CERTIFICATE DESIGNATING REGISTERED AGENT
AND STREET ADDRESS FOR SERVICE OF PROCESS
WITHIN FLORIDA

Pursuant to Fla. Stat. §48.091, VANGUARD PAYMENT HOLDINGS, INC., desiring to organize under the laws of the State of Florida, hereby designates the undersigned as its registered agent to accept service of process within the State of Florida.

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.

Dated: August 16, 2007


A.R. NEAL

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