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01/03/08--01025--005 **78.75

FILED

2008 JAN 11 A 9:25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Paul
1-15-08

Darry Wright
1906 Bush Ave.
Orlando, FL 32806
321-303-0949

December 27, 2007

Florida Dept of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

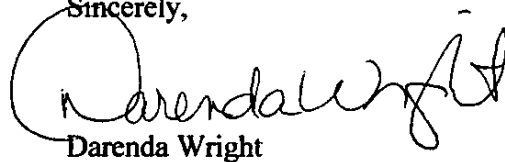
Re: Articles of Incorporation – Independent Processing, Inc.

To Whom It May Concern:

Enclosed please find the Articles of Incorporation for Independent Processing, Inc. along with a check in the amount of \$78.75 for the same.

Please mail the certified copy to Darenda Wright, 1906 Bush Ave., Orlando, FL 32806.

Sincerely,

A handwritten signature in cursive script, appearing to read "Darenda Wright", enclosed within a large, loopy circular flourish.

Darenda Wright



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 4, 2008

DARENDA WRIGHT
1906 BUSH AVE
ORLANDO, FL 32806

SUBJECT: INDEPENDENT PROCESSING
Ref. Number: W08000000416

We have received your document for INDEPENDENT PROCESSING and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6933.

Dale White
Regulatory Specialist II
New Filing Section

Letter Number: 608A00000621

**ARTICLES OF INCORPORATION
OF
INDEPENDENT PROCESSING, INC.**

FILED

The undersigned subscribers to these Articles of Incorporation, are natural persons, competent, and hereby form a corporation under the laws of the State of Florida.

2008 JAN 11 A 9:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of the corporation is: Independent Processing, Inc.

ARTICLE II. NATURE OF BUSINESS

The corporation shall have the unlimited power to engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock the corporation shall have the authority to issue is one thousand (100) shares of Common Stock having a par value of \$1.00 each.

ARTICLE IV. TERM OF EXISTENCE

The initial address of this corporation in the State of Florida is: 1906 Bush Ave., Orlando, FL 32806

The Stockholders may from time to time move the principal office to any other address in Florida.

ARTICLE VI. INCORPORATOR

The name and address of the Incorporators of these Articles of Incorporation is:
Darenda Wright, 1906 Bush Ave., Orlando, FL 32806

ARTICLE VII. PREEMPTIVE RIGHTS

Each stockholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the par value thereof, a pro rata portion of:

- (i) Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof; or
- (ii) Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments

conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock or any class or classes.

ARTICLES VIII. MANAGEMENT OF CORPORATION BY STOCKHOLDERS

The Corporation shall have no board of directors, and all of the corporate powers shall be exercised by, and the business and affairs of the corporation shall be managed under the direction of stockholders.

ARTICLE IX. STOCK TRANSFERS – CORPORATION'S RIGHT OF FIRST REFUSAL

No Stockholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at the net asset value thereof. Such offer shall be in writing, signed by the stockholder; shall be registered or certified mail to the corporation at its principal place of business; and shall remain open for acceptance by the corporation for a period of ninety days for the date of mailing. If the corporation fails or refuses within each period to make satisfactory arrangements for the purchase of such shares, the stockholder shall have the right to dispose of his shares as he may see fit.

On the death of any stockholder, the corporation shall have the right to purchase all shares owned by such stockholder immediately prior to his death on the terms set forth above, and this provision shall be binding on the executor, administrator, or personal representative of each stockholder.

Each share certificate issued by the corporation shall have printed or stamped thereof the following legend: "These shares are held subject to certain transfer restrictions imposed by the Articles of Incorporation of the corporation. A copy of such articles is on file at the principal office of the corporation."

CERTIFICATE DESIGNATING REGISTERED AGENT FOR SERVICE OF PROCESS WITHIN THIS STATE

Independent Processing, Inc. is qualified to do business under the laws of the State of Florida with its registered office at 1906 Bush Ave., Orlando, FL 32806 and Darendia Wright as its Registered Agent to accept service of process within the state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above named corporation at the place designated in this certificate. I hereby accept to act in this capacity and agree to comply with the provisions of Florida Statutes relative to keeping open said office.

By: Darenda Wright

Darenda Wright / Incorporator / Registered Agent

FILED
2008 JAN 11 A 9:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA