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(Requestor's Name)

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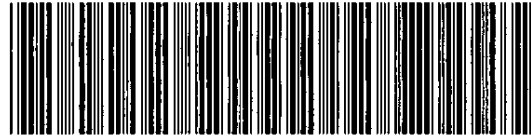
(Business Entity Name)

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TALLAHASSEE, FLORIDA

T. Burch AUG 22 2012

THE VALLE LAW FIRM, P.A.

Attorneys and Counselors at Law  
1417 N. Semoran Blvd. Suite 205  
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Richard Valle, Esquire

Dennis L. Salvagio, Esquire  
\*\*Of Counsel\*\*

DEPARTMENT OF STATE  
NEW FILING SECTION  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**SUBJECT: FIRST CHOICE MERCHANT INTERNATIONAL SERVICES, INC.**  
**(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)**

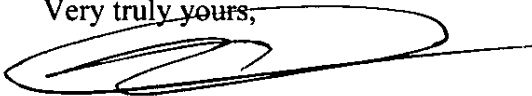
Enclosed are an original and one (1) copy of the articles of incorporation for the above referenced corporation and a check for \$87.50 for the filing fee, Certified Copy & Certificate of Status (additional copy required and enclosed).

Please return the certified copies and certificate of status to the following:

The Valle Law Firm, P.A.  
1417 N. Semoran Blvd.  
Suite 205  
Orlando, FL 32807  
407-898-9897 Telephone  
407-898-9894 Facsimile  
[rvalle@richardvallelaw.com](mailto:rvalle@richardvallelaw.com)

If you have any questions or concerns, please do not hesitate to contact us at 407-898-9897 or via email at [rvalle@richardvallelaw.com](mailto:rvalle@richardvallelaw.com) at your earliest convenience.

Very truly yours,



Richard Valle, Esq.

RV

Enclosures

cc: Client



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

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12 AUG 21 AM 10:37

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

August 1, 2012

THE VALLE LAW FIRM, P.A.  
ATTN: RICHARD VALLE, ESQ.  
1417 N SEMORAN BLVD STE 205  
ORLANDO, FL 32807

SUBJECT: FIRST CHOICE MERCHANT SERVICES INTERNATIONAL, INC.  
(FCMSI)

Ref. Number: W12000040324

We have received your document for FIRST CHOICE MERCHANT SERVICES INTERNATIONAL, INC. (FCMSI) and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Entities may file using only the entity's name. Please delete any reference to the "doing business as name" in your document. If you wish to register your fictitious name, you may do so by filing an application and submitting the appropriate fees to this office.

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) 245-6052.

Tim Burch  
Regulatory Specialist II  
New Filing Section

Letter Number: 312A00020075



**ARTICLES OF INCORPORATION**  
**OF**  
**FIRST CHOICE MERCHANT SERVICES INTERNATIONAL, INC.**

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TALLAHASSEE, FLORIDA

The Undersigned subscriber to these Articles of Incorporation, a natural person competent to contract and an Attorney at Law duly licensed to render services as such under the laws of the State of Florida, hereby forms a corporation for profit in compliance with Chapter 607, F.S.

**ARTICLE I -- NAME OF CORPORATION**

The name of this corporation shall be **FIRST CHOICE MERCHANT SERVICES INTERNATIONAL, INC.**

**ARTICLE II -- PRINCIPAL ADDRESS OF THE CORPORATION**

The corporation's principal place of business and mailing address shall be:

3038 Heirloom Rose Place  
Oviedo, Florida 32766

**ARTICLE III -- THE CORPORATE PURPOSE**

The general nature of the business to be transacted by this corporation shall be:

3.1 To engage in every phase and aspect of the business of rendering services to the public, sales, and any other lawful business authorized under the laws of Florida; such services shall be rendered only through officers, employees and agents of this corporation who are duly appointed and/or authorized by the shareholders.

3.2 To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objects of this corporation enumerated in these Articles of Incorporation, or any amendment thereof, necessary or incidental to the protection and benefit of this corporation; and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes or objects of this corporation.

3.3 It is intended that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 607, Florida Statutes, as the same may be from time to time amended.

3.4 In furtherance of its corporate purpose, the corporation shall have all the general and specific powers and rights granted to and conferred on a corporation by Title XXXVI Chapter 607 of the Florida Statutes and other Laws of the State of Florida.

#### **ARTICLE IV – CAPITAL STOCK**

4.1 The total number of shares of capital stock the corporation has authority to issue is 1000 shares of common stock ("Common Stock") with a par value of \$1.00 per share, which may be fractional shares.

4.2 The designation, voting powers, preferences, and relative, participating, optional, or other special rights, and qualifications, limitations, or restrictions of the above stock are as follows:

(a) The holders of the Common Stock are entitled to receive, to the extent permitted by law, such dividends as may be declared from time to time by the Board of Directors.

(b) In the event of the voluntary liquidation, dissolution, distribution of assets, or winding up of the corporation, after distribution in full of the preferential amounts, if any, to be distributed to the creditors and holder of shares of preferred stock, if any such stock shall be authorized herein and issued, the holders of Common Stock shall be entitled to receive all of the remaining assets of the corporation of whatever kind available for distribution to shareholders ratably in proportion to the number of shares of Common Stock held by them respectively. The Board of Directors may distribute in kind to the holders of Common Stock such remaining assets of the corporation or may sell, transfer, or otherwise dispose of all or any part of such remaining assets to any other corporation, trust, or other entity and receive payment thereof in cash, stock, or obligations of such other corporation, trust, or other entity, or any combination thereof, and may sell all or part of the consideration so received and distribute any balance thereof in kind to holders of Common Stock. The merger or consolidation of the corporation into or with any other corporation, or the merger of any other corporation into it, or any purchase or redemption of shares of stock of the corporation of any class, shall not be deemed to be a dissolution, liquidation, or winding up of the corporation for the purpose of this paragraph.

(c) Each holder of Common Stock has one vote with respect to each share of stock held by the holder of record on the books of the corporation on all matters voted upon by the shareholders.

(d) The private property of the shareholders of this corporation shall not be subject to the payment of corporate debts, except to the extent of any unpaid balance of subscriptions of shares.

(e) Any person, becoming the owner or holder of any shares of the Common Stock or other securities having voting rights issued by this corporation ("shareholders"), does thereby consent and agree that all rights, powers, privileges, obligations, or restrictions pertaining to such person or such securities, or such persons if any; and that the corporation reserves the right to transact any business of the corporation, to alter, amend, or repeal these Articles of Incorporation, or to do any other acts or things as authorized, permitted, or allowed by such legislative enactments.

(f) Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event or such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers, of such additional stock, in an amendment to its Certificate of Incorporation.

#### **ARTICLE V – SHAREHOLDERS**

Shares of this corporation's capital stock shall be issued only to individuals who are duly licensed to render services as an Attorney at Law under the law of the State of Florida. No shareholder of this corporation may sell or transfer his shares of stock therein except to another individual who is eligible to be a shareholder of this corporation. No shareholder of this corporation shall enter into voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

#### **ARTICLE VI – BOARD OF DIRECTORS**

6.1 The initial number of directors of this corporation shall be one (1). The number of directors may either be increased or diminished from time to time as established by the By-Laws adopted by the shareholders, but in no event may there be less than one (1) director.

6.2 Any director may be removed from office by a majority of the shareholders entitled to vote thereon at any annual or special meeting of the shareholders, for any cause deemed sufficient by such shareholders.

6.3 In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation, removal or otherwise, the vacancies shall be filled by the shareholders at their next annual meeting or at a special meeting called for the purpose of filling such vacancies.

## **ARTICLE VII – INTIAL DIRECTORS AND OFFICERS**

The name and address of the initial member of the Board of Directors and Officers, to hold office for the first year of existence of this corporation or until his successor is elected or appointed and have qualified are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Mali Hsu	3038 Heirloom Rose Place Oviedo, FL 32766	President/ Secretary/ Treasurer/ Director
Ted Yao T. Hsu	3038 Heirloom Rose Place Oviedo, FL 32766	Manager

## **ARTICLE VIII – REGISTERED AGENT AND OFFICE**

The name and address of the registered agent of this corporation shall be:

RICHARD VALLE  
1417 N. Semoran Blvd.  
Suite 205  
Orlando, Florida 32807

## **ARTILCE IX – INCORPORATOR**

9.1 The name and address of the incorporator of this corporation is as follows:

MALI HSU  
3038 Heirloom Rose Place  
Oviedo, Florida 32766

9.2 The power of the incorporator shall terminate upon the filing of the Articles of Incorporation of the corporation with the office of the Secretary of State of Florida.

## **ARTICLE X – DURATION**

This corporation shall have perpetual existence commencing on the date of this filing of these Articles of Incorporation with the Department of State.

## **ARTICLE XI – BY-LAWS**

The shareholders of this corporation shall have the sole power to establish, enact, alter or repeal By-Laws for the management of this corporation, and the duties of the officers of this corporation shall be prescribed by such By-Laws. In addition, such By-Laws may include, by unanimous decision of all the shareholders, any regulatory or restrictive provisions regarding the sale, transfer, or other disposition of any of the outstanding shares of stock of this corporation by any of its shareholders, or in the event of the death of any of its shareholders.

## **ARTICLE XII – ADDITIONAL CORPORATE POWERS**

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove stated, this corporation shall have all and singular the following powers:

12.1 To enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm or corporation to carry on any business which this corporation has the direct or incidental authority to pursue.

12.2 At its option, to purchase and acquire any or all of its shares owned and held by any such shareholder as should desire to sell, transfer or otherwise dispose of his shares, or any or all of its shares owned and held by a shareholder who dies, all in accordance with the By-Laws adopted by the shareholders of this corporation setting forth the terms and conditions of such purchase; provided however, the capital of this corporation cannot be impaired thereby.

12.3 To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit sharing plan, (3) a stock bonus plan, (4) a thrift savings plan, (5) a restricted stock option plan, or (6) other retirement or incentive compensation plan.

## **ARTICLE XIII - INDEMNIFICATION**

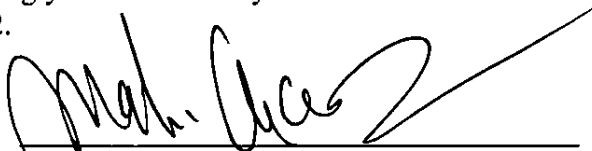
The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law. No officer or director shall be personally liable for monetary damages to the corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, unless that officer or director breached or failed to perform his duties as an officer or director as provided §607.0831, Florida Statutes (1990).

## **ARTICLE XIV – AMENDMENT**

The corporation reserves the right to amend, change, or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file, and record these Articles of Incorporation, and does certify that the facts herein stated are true; and

IN WITNESS WHEREOF, I have accordingly hereunto set my hand and seal this  
23<sup>rd</sup> day of July, 2012.

  
MALI HSU



**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/ REGISTERED OFFICE  
FOR SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with the Florida Business Corporation Act and the Professional Service Corporation and Limited Liability Company Act, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

The FIRST CHOICE MERCHANT SERVICES INTERNATIONAL, INC, with its principal place of business at 3038 Heirloom Rose Place, Oviedo, Florida 32766, has named Richard Valle, Esq., located at 1417 N. Semoran Blvd., Suite 205, Orlando, Florida 32807, as its agent to accept service of process within the State of Florida.

HAVING BEEN NAMED THE REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR FIRST CHOICE MERCHANT SERVICES INTERNATIONAL, INC. AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND THE UNDERSIGNED FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF SUCH DUTIES, AND THE UNDERSIGNED BEING FAMILIAR WITH AND ACCEPTS THE DUTIES AND OBLIGATIONS OF A REGISTERED AGENT UNDER THE FLORIDA BUSINESS CORPORATION ACT AND THE PROFESSIONAL SERVICE CORPORATION AND LIMITED LIABILITY COMPANY ACT.

Dated: July 23, 2012

  
RICHARD VALLE, ESQ.

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12 AUG 21 PM 4:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA