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Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

VIA UPS

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-02/25/97--01139--012
*****35.00 *****35.00

SUBJECT: GLOBAL CARD SERVICES, INC.

Enclosed is an original and one copy of the Certificate and the Restarted and Amended Articles of Incorporation of GLOBAL CARD SERVICES, INC. and our check for \$35.00 covering the filing fee.

Please expedite the filing and return the stamped copy to:

Bill Marshall
GCS
9318 East Colonial Drive
Suite A-10
Orlando, FL 32817 Telephone Number (407) 282-6005

Sincerely,


Bill Marshall

FILED RECEIVED
97 FEB 21 PM 3:22 97 FEB 21 PM 12:48
SECRETARY OF STATE DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

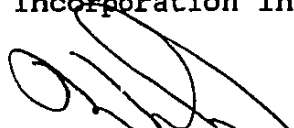
Amended & Restated
LHJ
2-24-97

**CERTIFICATE OF
RESTATED AND AMENDED ARTICLES OF INCORPORATION
OF
GLOBAL CARD SERVICES, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, William J. Marshall, pursuant to Section 607.1007 of the Florida Business Corporation Act, for the purpose of Restating and Amending the Articles of Incorporation of Global Card Services, Inc. hereby certifies the following:

1. The amendment to the Articles require shareholder approval.
2. I, William J. Marshall, as the sole shareholder, sole director and president of Global Card Services, Inc. have, pursuant to a statement of action by unanimous consent in lieu of a meeting of shareholders and directors, unanimously approved the attached Restated and Amended Articles of Incorporation in their entirety.



WILLIAM J. MARSHALL
SOLE SHAREHOLDER, DIRECTOR,
CHAIRMAN AND PRESIDENT

RESTATED AND AMENDED ARTICLES OF INCORPORATION
OF
GLOBAL CARD SERVICES, INC.

ARTICLE I

Name

The name of the corporation is:

GLOBAL CARD SERVICES, INC.

ARTICLE II

Existence

The corporation's existence commenced on April 13, 1994, the date of the filing of the original Articles of Incorporation with the Division of Corporations of the Florida Department of State.

ARTICLE III

Purpose

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under the Florida Business Corporation Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (collectively, the "Act").

ARTICLE IV

Authorized Capital

The corporation is authorized to issue Ten Million (10,000,000) shares of common stock, with no par value.

ARTICLE V

Address

The address of the principal office of the corporation, and its mailing address, is 9318 East Colonial Drive, Suite A-10, Orlando, Florida 32817.

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TALLAHASSEE, FLORIDA

ARTICLE VI

Registered Office and Agent

The street address of the corporation's registered office is 9318 East Colonial Drive, Suite A-10, Orlando, Florida 32817. The name of the registered agent at such office is William J. Marshall.

ARTICLE VII

Indemnification


(a) The corporation shall indemnify, or advance expenses to, to the fullest extent authorized or permitted by the Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that such person: (i) is or was a director of the corporation; (ii) is or was an officer of the corporation, provided that such person is or was at the time a director of the corporation; or (iii) is or was serving at the request of the corporation as a director, officer, agent or employee of another corporation, partnership, joint venture, trust or other enterprise, provided that such person is or was at the time a director of the corporation.

(b) Except for those persons entitled to indemnification pursuant to subparagraph (a) of this Article VII, the Board of Directors of the corporation shall have, unless otherwise expressly prohibited by the Act, the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that such person is or was an officer, employee or agent of the corporation, or is or was serving at the request of the corporation

as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

(c) Except for those persons entitled to indemnification pursuant to subparagraph (a) of this Article VII, no person may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

IN WITNESS WHEREOF, the undersigned William J. Marshall, sole shareholder, sole director and president of the corporation has executed these Amended and Restated Articles of Incorporation this 10th day of February, 1997.



WILLIAM J. MARSHALL,
SOLE SHAREHOLDER, SOLE DIRECTOR
AND PRESIDENT