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National Processing Center
Jamie Lyn
Manager (ext 216)
1108 E. Newport Center Drive
Deerfield Beach, FL 33442

Telephone (800) 338-2680
Fax (954) 596-4886

FILED
JUN 21 PM 4:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6/17/02

Secretary of State
Div of Corporations
Certification Section
409 E. Gaines Street
Tallahassee, FL 32399

RE: Restated Articles of Incorporation
National Processing Center, Inc.
FEIN 65-0527100

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*****61.25 *****61.25

*Restated
Articles*

To Whom It May Concern:

Enclosed please find a Certificate of Amendment together with our Restated Articles of Incorporation. Also enclosed herewith is our payment in the amount of \$61.25, which includes a \$35 filing fee plus \$26.25 for three (3) new certified copies of our Articles of Incorporation.

Please contact me at (954) 596-4880 ext 216 should you require any further information.

Sincerely,

Jamie Lyn

Jamie Lyn
Manager

/jsl

enclosure

P.S.

A UPS Return Label is
enclosed for overnight
Return delivery

Thank You!
Jamie

pk
6/27/02

**RESTATED ARTICLES OF INCORPORATION OF THE
NATIONAL PROCESSING CENTER, INC.**

ARTICLE I. NAME

The name of the corporation shall be:
National Processing Center, Inc.

The address of the principal office of this corporation shall be 1108 E. Newport Center Drive; Deerfield Beach, Florida 33442 and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business including, but not limited to the actions as an insurance agent and/or agency, as permitted under the laws of the United States, the State of Florida or any other state, country, territory, or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock at \$1.00 par value.

ARTICLE IV. ADDRESS

The street address of the registered office of this corporation shall be 2421 Woodside Drive; Ft Lauderdale, Florida 33312, and the name of the initial registered agent of the corporation at that address is Charles J. Grimsley, Esq.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

The names and street addresses of the initial Officers and Directors are:

| | |
|--------------------------------|----------------------------------|
| Andrew Smith | President / Treasurer / Director |
| 1108 E. Newport Center Drive | |
| Deerfield Beach, Florida 33442 | |

| | |
|--------------------------------|---------------------------|
| Frank Mennella | Vice President / Director |
| 1108 E. Newport Center Drive | |
| Deerfield Beach, Florida 33442 | |

| | |
|--------------------------------|-----------|
| Jamie Lyn | Secretary |
| 1108 E. Newport Center Drive | |
| Deerfield Beach, Florida 33442 | |

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ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Restated Articles of Incorporation is:

Frank Mennella
1108 E. Newport Center Drive
Deerfield Beach, FL 33442

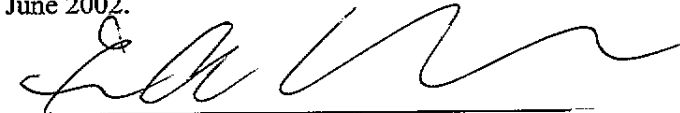
ARTICLE VIII. AMENDMENT

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

ARTICLE IX. BY LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors.

IN WITNESS WHEREOF, the undersigned has executed these Restated Articles of Incorporation this 17th day of June 2002.



Frank Mennella

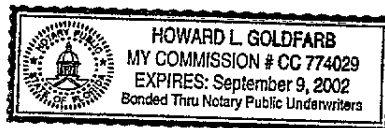
STATE OF FLORIDA)
COUNTY OF BROWARD)

I hereby certify that on this day before me, a Notary Public, duly authorized in the state and county above named, to take acknowledgements, personally appeared, Frank Mennella, to me known to be the person who executed the foregoing Restated Articles of Incorporation and who acknowledges before me that he executed those Restated Articles of Incorporation.

Witness my hand official seal in the county and state named above this 17th day of June 2002.


Notary Public, State of Florida at Large

My Commission Expires:



CERTIFICATE OF AMENDMENT

NATIONAL PROCESSING CENTER, INC./

National Processing Center, Inc, a corporation of the State of Florida, whose registered office is located at 2421 Woodside Drive, Ft. Lauderdale, Florida 33312, certifies pursuant to the provision of Section 607.1006 and 607.1007, Florida Statutes, as amended, that at a meeting of the stockholders of said corporation called for the purpose of amending the articles of incorporation, and held on June 17, 2002, it was resolved by the vote of the holders of an appropriate majority of the shares of each class entitled to vote that the Articles of Incorporation is amended to read as stated in the attached Restated Articles of Incorporation.

Signed on June 17, 2002.

National Processing Center, Inc.

By


Andrew Smith

President


Jamie Lyn

Secretary