

79500008163

January 19, 1995

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Subject: Pro Pay, Inc.

Enclosed is an original and one copy of the articles of incorporation and a check for \$70.

From: Dianne R. Foster
1891 Discovery Way
Pompano Beach, FL 33064

100001390991
-01/27/95--01012--003
*****70.00 *****70.00

NR 794-5335

FILED
95 JAN 26 AM 8:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. BROWN FEB - 1 1995



FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

November 8, 1994

DIANNE R. FOSTER
1891 DISCOVERY WAY
POMPANO BEACH, FL 33064

The name PRO PAY, INC. has been reserved for 120 days beginning November 8, 1994. The reservation number is R94000005335 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Tammy Hampton

Letter number: 294A00049003

ARTICLES OF INCORPORATION
OF
PRO PAY, INC.

95 FILED
JAN 26 AM 8:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

Pro Pay, Inc.

Article II Principal Office

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

Kimmen Executive Suites
6070 North Federal Highway
Boca Raton, FL 33487.

Article III Shares

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100 shares

Article IV Initial Registered Agent and Street Address

The name and address of the initial registered agent is:

Dianne R. Foster
1891 Discovery Way
Pompano Beach, FL 33064

Article V Incorporators

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

Dianne R. Foster
1891 Discovery Way
Pompano Beach, FL 33064

The undersigned incorporator has executed these Articles of Incorporation this 19th day of January, 1995.

A handwritten signature in cursive script, reading "Dianne R. Foster", is written over a horizontal line.

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE
January 19, 1995

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SECRETARY OF STATE
TALLAHASSEE, FL

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, 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.

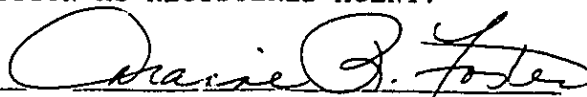
1. The name of the corporation is:

Pro Pay, Inc.

2. The name and address of the registered agent and office if:

Dianne R. Foster
1891 Discovery Way
Pompano Beach, FL 33064

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



Division of Corporations, P. O. Box 6327, Tallahassee, FL