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WELLBAUM & MCLENNON, P.A.

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ENGLWOOD, FLORIDA 34223

R. W. WELLBAUM, JR.
THOMAS P. MCLENNON*
MAURICE L. JEMISON

*ALSO ADMITTED IN ILLINOIS

TELEPHONE (813) 474-3241
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March 15, 1995

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

RECORDED 1-182058
-03/16/95-01100-017
***122.50 ***122.50

Re: The Future Card, Inc.

Dear Sir:

Please find enclosed an original and one copy of the Articles of Incorporation for the above referenced matter.

Please file the Articles of Incorporation with the State and return a certified copy of same to my office.

Also enclosed is a check in the amount of \$122.50 for costs of filing.

Should you have any questions, please contact my office.

Sincerely,

Wellbaum & McLennon, P.A.

By: 

Maurice L. Jemison

MLJ/mk
Enclosures

FILED
95 MAR 16 11:05
RECEIVED
TALLAHASSEE, FLORIDA

AKC
3-17

ARTICLES OF INCORPORATION
OF
THE FUTURE CARD, INC.

FILED
MAR 16 1965
SEC. OF STATE
TALLAHASSEE, FLA.

Article I Name

The name of this corporation is THE FUTURE CARD, INC.

Article II Duration

This corporation shall have perpetual existence.

Article III Purpose

The purpose of this corporation shall be promoting Visa Co-Branded Credit Cards for the purpose of benefiting local youth and any lawful business not prohibited by the laws of the State of Florida or the United States of America.

Article IV - Capital Stock

This corporation is authorized to issue 1000 shares of \$1.00 dollar par value common stock.

Article V - Preemptive Rights

There shall be no preemptive rights.

Article VI - Initial Registered Office and Agent

The street address and the mailing address of the initial registered office and the principal office of this corporation is 1160 S. McCall Road, Suite B, Englewood, Florida, and the name of the initial registered agent of this corporation at that address is Maurice L. Jemison.

Article VII - Initial Board of Directors

This corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time by the By-laws, but shall never be less than one.

The names and addresses of the directors of this corporation are:

Robert I. Johnson
401 Johnson Lane, Suite 102
Venice, Florida 34292

Christopher I. Johnson
401 Johnson Lane, Suite 102
Venice, Florida 34292

Jeffrey P. Johnson
401 Johnson Lane, Suite 102
Venice, Florida 34292

Article VIII - Incorporator

Robert I. Johnson
401 Johnson Lane, Suite 102
Venice, Florida 34292

Article IX - By-Laws

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

Article X - Indemnification

The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

Article XI - Amendment

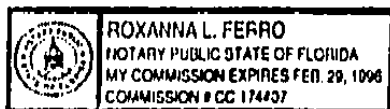
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

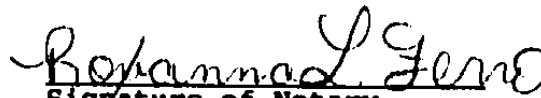
IN WITNESS WHEREOF, the undersigned subscribers have executed these articles of Incorporation, this 15th day of March, 1995.


Robert L. Johnson

STATE OF FLORIDA)
COUNTY OF SARASOTA) SS:

The foregoing instrument was acknowledged before me this 15th day of March, 1995, by Robert I. Johnson
[] who is personally known to me; or
[x] who has provided Florida Driver's License as identification.




Signature of Notary
State of Florida

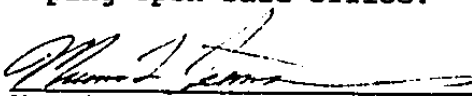
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48-091, Florida Statutes, the following is submitted, in compliance with said Act:

That THE FUTURE CARD, INC. desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, in the town of Englewood, Florida State of Florida, has named Maurice L. Jemison, 1160 S. McCall Road, Suite B, Englewood, Florida as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.


Maurice L. Jemison