

GLENN K ALLEN
PROFESSIONAL ASSOCIATION
ATTORNEY AND COUNSELOR AT LAW
353 EAST FORBETH STREET
JACKSONVILLE, FLORIDA 32202

PHONE 355 7506
FAX 353 8814

March 15, 1995

PA 6500026771
Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32301

RECEIVED
FEB 16 1995
FBI - JACKSONVILLE

Re: C. N. J. REALTY, INC.

Dear Sirs:

Please find enclosed an original and one copy of Articles of Incorporation of C. N. J. REALTY, INC. and a check in the amount of \$122.50 for filing fees.

Please file the original of the enclosed Articles of Incorporation and return a certified copy to me for our records.

If you have any questions, please do not hesitate to contact me.

Sincerely,



GLENN K. ALLEN

GKA:nw
Enclosures



FLORIDA DEPARTMENT OF STATE

Sandra B. Mo: iham
Secretary of State

March 21, 1995

GLENN K. ALLEN
353 E. FORSYTH STREET
JACKSONVILLE, FL 32202

SUBJECT: C.N.J. REALTY, INC.
Ref. Number: W95000006195

We have received your document for C.N.J. REALTY, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

Please return 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 (904) 487-6927.

Kanut Khosla
Corporate Specialist

Letter Number: 095A00012537

GLENN K. ALLEN
PROFESSIONAL ASSOCIATION
ATTORNEY AND COUNSELOR AT LAW
353 EAST FORSYTH STREET
JACKSONVILLE, FLORIDA 32202

(904) 355-7508
FAX 353-0814

March 30, 1995

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32301

Re: C. N. J. REALTY, INC.

Dear Sirs:

Please find enclosed an original and one copy of Articles of Incorporation of C. N. J. REALTY, INC. which I have corrected per your letter.

Please file the original of the enclosed Articles of Incorporation and return a certified copy to me for our records.

If you have any questions, please do not hesitate to contact me.

Sincerely,



GLENN K. ALLEN

GKA:nw
Enclosures

ARTICLES OF INCORPORATION

OF

C. N. J. REALTY, INC.

ARTICLE I - NAME

The name of this corporation is:

C. N. J. REALTY, INC.

ARTICLE II - NATURE OF BUSINESS

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

To engage in any lawful business, to purchase, or otherwise acquire, and to own, mortgage, pledge, sell, convey, assign, transfer, or otherwise dispose of real or personal property, of every class, kind, and description and to otherwise engage in any legal business or activity permitted under the laws of the State of Florida and of the United States.

To conduct said business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses in the State of Florida and in all other states and counties.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages and transfers of corporate indebtedness as required.

To guarantee, endorse, purchase, hold, sell, mortgage, transfer, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or any other evidence of indebtedness created by any other corporation of the State of Florida or any other State or Government, and while owner of such stock to exercise all of the rights, powers and

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

privileges of ownership, including the right to vote such stock.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares at \$1.00 par value common stock.

ARTICLE IV - PRE-EMPTIVE RIGHT

Holders of the common stock shall have the right to purchase their pro rata shares of any new common stock which may be issued by the corporation.

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - INITIAL PRINCIPLE OFFICE AND REGISTERED AGENT

The street address of the initial principle office and registered office of this corporation and the name and address of the initial registered agent of this corporation are:

PRINCIPLE OFFICE:
C. N. J. REALTY, INC.
8334 Amherst Hills Lane
Jacksonville, Florida 32256

REGISTERED AGENT:
GLENN K. ALLEN
353 East Forsyth Street
Jacksonville, Florida 32202

ARTICLE VII - INITIAL DIRECTOR

The names and addresses of the Initial Directors are:

CHARLES R. JANTZ
8334 Amherst Hills Lane
Jacksonville, Florida 32256

ARTICLE VIII - INCORPORATOR

The name and post office address of the Incorporator of this corporation is:

CHARLES R. JANTZ
8334 Amherst Hills Lane
Jacksonville, Florida 32256

These Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon, unless all the Directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE IX - BY-LAWS

The stockholders of this corporation entitled to vote shall have the sole power to adopt, amend or repeal By-Laws for the management of this corporation, and the duties of the officers of this corporation, and the duties of the officers of this corporation shall be prescribed by such By-Laws.

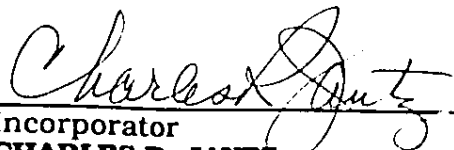
ARTICLE X - ADDITIONAL CORPORATE POWERS

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:

A) 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.

B) To purchase and acquire any or all of its shares owned and held by any such stockholder as should desire to sell, transfer or otherwise dispose of his shares, or any or all of its shares owned and held by a stockholder who dies; provided, however, the capital of this corporation cannot be impaired thereby.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, this 15th day of March, 1995.


Incorporator
CHARLES R. JANTZ

STATE OF FLORIDA

COUNTY OF DUVAL

I hereby certify that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared CHARLES R. JANTZ, to me

well known to be the person described as the Incorporator in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that she subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, this 15th day of March, A.D., 1995.

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 15th day of March, 1995 by CHARLES R. JANTZ who is personally known to me and who did take an oath.

Nancy W. DeMetros

Print Name: Nancy W. DeMetros
Notary Public, State of Florida
My commission expires:



NANCY W. DEMETROS
My Commission CC408512
Expires Oct. 26, 1996

CERTIFICATE OF REGISTERED AGENT

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS CAN BE SERVED**

In compliance with Section 48.091, Florida Statutes, the
following is submitted:

That **C. N. J. REALTY, INC.**, desiring to organize or qualify under
the laws of the State of Florida, with its principal place of business at
8334 Amherst Hills Lane, Jacksonville, Florida 32256, has named
GLENN K. ALLEN, 353 East Forsyth Street, Jacksonville, Florida
32202, as its agent to accept service of process within Florida.

Date Signed: March 15, 1995 Charles R. Jantz
CHARLES R. JANTZ

Having been named to accept service of process for the above
stated corporation, at the place designated in this certificate, I hereby
agree to act in this capacity, and I further agree to comply with the
provisions of all statutes relative to the proper and complete
performance of my duties.

Date Signed: March 15, 1995 Glenn K. Allen
GLENN K. ALLEN
REGISTERED AGENT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GLENN K. ALLEN
PROFESSIONAL ASSOCIATION
ATTORNEY AND COUNSELOR AT LAW
353 EAST FORSYTH STREET
JACKSONVILLE, FLORIDA 32202

(904) 355-7506
FAX 353-8814

P95000026771

May 16, 1997

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32301

100002191591--4
-05/27/97--01127--015
*****35.00 *****35.00

Attn: Certifications Section

Re: Corporate Name Change
C.N.J. Realty, Inc. to Remit 2, Inc.

Dear Sirs:

Please find enclosed the original and one copy of Articles of Amendment changing the name of C.N.J. Realty, Inc. to Remit 2, Inc., and my check in the amount of \$35.00 as filing fees.

Your prompt attention to this matter would be greatly appreciated. If you have any questions, please do not hesitate to contact me.

Sincerely,


GLENN K. ALLEN

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97 MAY 27 PM 1:08
SECRET
TALLAHASSEE, FLORIDA

GKA:nw	
Enclosures	
Document	ENC
Exhibit	ENC
Letter	ENC
Other	ENC

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Name Change

ARTICLES OF AMENDMENT

1) The following provisions of the Articles of Incorporation of C. N. J. REALTY, INC., a Florida corporation, filed in Tallahassee on April 4, 1995, be and they hereby are amended in the following particulars:

Article I, be and it hereby is amended to read as follows:

"The name of this corporation is:

REMIT 2, INC."

2) The foregoing amendments were adopted by all of the Stockholders and all of the Directors of the corporation on the 12 day of MAY, 1997.

IN WITNESS WHEREOF, the undersigned President of this corporation has executed these Articles of Amendment this 12 day of MAY, 1997.

By: Charles R. Jantz
Its: President

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TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF DUVAL

BEFORE ME, the undersigned authority, personally appeared CHARLES R. JANTZ, known to me to be the person who executed the foregoing Articles of Amendment and he acknowledged before me that he executed such instrument for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 12th day of May, 1997.

Nancy W. DeMetros
Notary Public, State of Florida
My Commission Expires:



NANCY W. DEMETROS
Notary Commission CC403512
Expires Oct. 26, 1998