

Billie Tarnove
Attorney at Law

Certified Circuit Civil Mediator
Bankruptcy Mediator

519 South Andrews Avenue
Fort Lauderdale, FL 33301
(305) 527-0058

April 25, 1995

Secretary of State
Division of Corporations
The Capitol
Tallahassee, FL 32399

200001476912
-05/05/95--01021--012
****122.50 ****122.50

Re: NACDA CARD CORP.

Dear Sir/Madam:

I enclose my check in the sum of \$122.50 for the filing fee for the above-referenced corporation. Please file and return a certified copy to this office at your earliest convenience.

Thank you for your assistance in this matter.

Very truly yours,

Billie Tarnove
BILLIE TARNOVE

BTM.st
Enc.

RECEIVED
95 APR 27 PM 1:40
DIRECTOR
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

D. BROWN MAY - 3 1995

**ARTICLES OF INCORPORATION
OF
NACDA CARD CORP.**

ARTICLE I. CORPORATE NAME

The name of this corporation is NACDA CARD CORP.

ARTICLE II. PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III. CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE IV. PRE-EMPTIVE RIGHT

Every shareholder, upon the sale in cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase a pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 519 South Andrews Avenue, Fort Lauderdale, Florida 33301 and the name of the initial Registered Agent of this corporation at that address is Billie Tarnove.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be increased from time to time by the by-laws but shall never be less than one (1).

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

Name	Address
James R. Aebli	3698 NE 19th Avenue Oakland Park, FL 33308
Philip A. Gibson	3698 NE 19th Avenue Oakland Park, FL 33308

ARTICLE VII. INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Billie Tarnove
519 South Andrews Avenue
Fort Lauderdale, FL 33301

ARTICLE VIII. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation is 3698 NE 19th Avenue, Oakland Park, FL 33308.

ARTICLE IX. INDEMNIFICATION

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

ARTICLE X.

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 20 day of April, 1995.


BILLIE TARNOVE
Subscriber

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

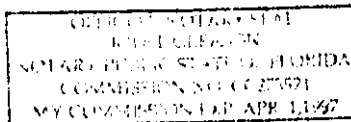
BEFORE ME, a Notary Public, authorized to take acknowledgements in the State and County set for the above, personally appeared SILLIE TARNOVE, who is personally known to me or provided me with identification in the form of a _____, known to me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal, in the State and County aforesaid this 25 day of April, 1995.



Notary Public, State of Florida

My Commission Expires:



DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

Pursuant to the provisions of Florida Statute §607.0501, 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:

The name of the corporation is: NACDA CARD CORP.

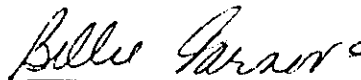
The name of the Registered Agent is: Billie Tarnove

The address of the Registered Agent/registered office is:

519 South Andrews Avenue
Fort Lauderdale, FL 33301

ACCEPTANCE

Having been named as Registered Agent and designated to accept service of process for the above corporation, I hereby accept this 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.



BILLIE TARNOVE