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WALTER L. SCHAFER, JR., P.A.
Attorney and Counselor at Law
2430 Estancia Boulevard
Suite 108
Clearwater, Florida 34621-2607
Telephone (813) 725-9688
Telecopier (813) 725-9607

FILED
95 JUN 26 PM 2:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
Wills, Estates & Trusts
Business & Corporate Law
Real Estate Law
Taxation

WALTER L. SCHAFER, JR.
Masters of Law in Taxation
Board Certified Tax Attorney

June 21, 1995

Charter Section
Division of Corporations
Department of State
State of Florida
P. O. Box 6327
Tallahassee, Florida 32314

800001523628
-06/27/95--01008--008
****122.50 ****122.50

Re: Articles of Incorporation for
Money Transfer Systems, Inc.

Dear Sir or Madam:

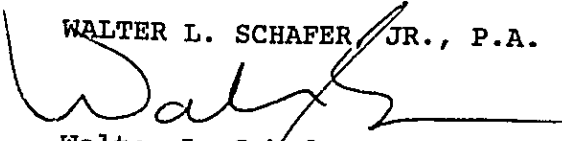
Enclosed are two (2) originals of the Articles of Incorporation for the above-referenced corporation, together with my client's check number 2140, in the amount of \$122.50, representing the following:

Filing fee	\$ 35.00
Registered Agent Fee	35.00
Certified Copy	52.50
Total	\$ 122.50

Please return one of the originals confirming the date same was received and filed with your office. Also, please note that we are requesting an effective date of July 1, 1995. If you have any questions, please call.

Very truly yours,

WALTER L. SCHAFER, JR., P.A.


Walter L. Schafer, Jr.

WLS/dac
Enclosures

EFFECTIVE DATE

7-1-95

ARTICLES OF INCORPORATION
OF
MONEY TRANSFER SYSTEMS, INC.

FILED
95 JUN 26 PM 2:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this corporation is Money Transfer Systems, Inc..

ARTICLE II

DURATION

This corporation shall have perpetual existence commencing on
July 1, 1995.

ARTICLE III

PURPOSES

This corporation may engage in any activity or business
permitted under the laws of the United States of America and of
this State.

ARTICLE IV

CAPITAL STOCK

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

EXECUTED DATE

7-1-95

ARTICLE V

PRINCIPAL OFFICE

The street address of the principal place of business of this corporation is 600 Lakeview Drive, Suite B, Clearwater, Florida 34616.

ARTICLE VI

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 600 Lakeview Road, Suite B, Clearwater, Flor. 34616. The name of the initial Registered Agent of this corporation at that address is Mel Ora.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have five (5) directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Mel Ora	600 Lakeview Road, Suite B Clearwater, Florida 34616
Greg Mohr	600 Lakeview Road, Suite B Clearwater, Florida 34616
Roy Skelton	600 Lakeview Road, Suite B Clearwater, Florida 34616

Greg Daily

600 Lakeview Road, Suite B
Clearwater, Florida 34616

John Gorter

600 Lakeview Road, Suite B
Clearwater, Florida 34616

ARTICLE VIII

INCORPORATOR

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

NAME

ADDRESS

Mel Ora

600 Lakeview Road, Suite B
Clearwater, Florida 34616

ARTICLE IX

CUMULATIVE VOTING

In any election of directors by the shareholders, each shareholder of record entitled to vote shall have the right to cumulate his shares and to give one (1) candidate as many votes as shall equal the number of directors to be elected multiplied by the number of shares owned by such shareholder, or to distribute them on the same principle among as many candidates as he sees fit; provided, however, that notice shall be given by any shareholder to the President or a Vice President of the corporation not less than twenty-four (24) hours before the time fixed for the holding of the meeting for the election of directors that he intends to accumulate his votes at such election. This right to vote cumulatively shall

not be further restricted or qualified by any provision in the Bylaws of the corporation.

ARTICLE X

PREEMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE XI

INDEMNIFICATION

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

ARTICLE XII

LONG-TERM EMPLOYMENT CONTRACT

The Board of Directors may authorize the corporation to enter into employment contracts with any executive officer for periods longer than one year, and any Article or Bylaw provision for annual election shall be without prejudice to the contract rights, if any, of the executive officer under such contracts.

ARTICLE XIII

BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE XIV

AMENDMENT

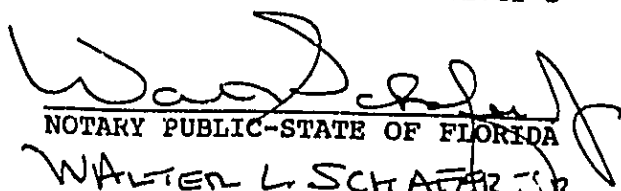
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this 20th day of June, 1995.

Mel Ora
Mel Ora,
Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing Articles of Incorporation were acknowledged before me this 20th day of June, 1995, by MEL ORA, who is personally known to me or who has presented a Florida Driver's License as identification.


NOTARY PUBLIC-STATE OF FLORIDA

WALTER L. SCHAEFER

Printed Name of Notary Public

My Commission Expires:

My Commission Number:

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


FILED
JUN 26 PM 2:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

NAME OF CORPORATION: Money Transfer Systems, Inc.
REGISTERED OFFICE ADDRESS: 600 Lakeview Drive, Suite B
Clearwater, Florida 34616
REGISTERED AGENT: Mel Ora

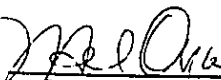
The above corporation at its listed Registered Office address
hereby names the individual listed above as its agent to accept
service of process within the State of Florida.

DATED the 20th day of June, 1995.


Mel Ora,
Incorporator

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
provisions of all statutes relative to the proper and complete
performance of my duties.


Mel Ora,
Registered Agent

995000050155

WALTER L. SCHAFER, JR., P.A.
Attorney and Counselor at Law
2430 Estancia Boulevard
Suite 108
Clearwater, Florida 34621-2607
Telephone (813) 725-9688
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WALTER L. SCHAFER, JR.
Masters of Law in Taxation
Board Certified Tax Attorney

Wills, Estates & Trusts
Business & Corporate Law
Real Estate Law
Taxation

July 10, 1995

300001539673
-07/18/95--01041--019
*****87.50 *****87.50

Charter Section
Division of Corporations
Department of State
State of Florida
P. O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation for
Money Transfer Systems, Inc.

Dear Sir or Madam:

Enclosed are two (2) originals of the Articles of Amendment to the Articles of Incorporation for the above-referenced corporation, together with my trust check number 2140, in the amount of \$87.50, representing the following:

Filing fee	\$ 35.00
Certified Copy	52.50
Total	\$ 87.50

Please return one of the originals confirming the date same was received and filed with your office. If you have any questions, please call.

Very truly yours,

WALTER L. SCHAFER, JR., P.A.

Walter L. Schafer, Jr.

WLS/dac
Enclosures
cc: Mr. Mel Ora

FILED
1995 JUL 17 PM 5:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

NFT 7-21-95

FILED

1995 JUL 17 PM 6:25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
MONEY TRANSFER SYSTEMS, INC.

The undersigned corporation, in accordance with the Florida General Corporation Act and its Bylaws, hereby adopts the following Articles of Amendment:

1. The name of the corporation is Money Transfer Systems, Inc.
2. Article IV of this corporation's Articles of Incorporation is hereby amended in its entirety so as to read, after amendment, as follows:

"ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue Ten Thousand (10,000.00) shares of One Cent (\$.01) par value voting common stock and Ten Thousand (10,000.00) shares of One Cent (\$.01) par value non-voting common stock."

3. The corporation has not commenced business.
4. None of the corporation's shares of stock have been issued.
5. The foregoing Amendment has been adopted by the Incorporator of the corporation prior to the issuance of any shares of stock and shareholder action was not required pursuant to

Section 607.1006, Florida Statutes, on the 10th day of July, 1995.

IN WITNESS WHEREOF, the undersigned have executed and signed these Articles of Amendment on behalf of the corporation this 10th day of July, 1995.

MONEY TRANSFER SYSTEMS, INC.

By: [Signature]
Mel Ora,
Incorporator

STATE OF FLORIDA

COUNTY OF PINELLAS

10th The foregoing instrument was acknowledged before me this 10th day of July, 1995, by MEL ORA, as Incorporator of Money Transfer Systems Inc., a Florida corporation, on behalf of the corporation.

[Signature]
NOTARY PUBLIC-STATE OF FLORIDA

WALTER L. SCHAFER JR

Printed Name of Notary Public

My Commission Expires:

My Commission Number:



WALTER L. SCHAFER, JR.
MY COMMISSION # CC406910 EXPIRES
October 5, 1998
BONDED THRU TROY FAIR INSURANCE, INC.