

First American Financial Services, Inc.

JOSEPH M. KRITCH
PRESIDENT

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-07/14/95--01035--006
*****70.00 *****70.00

TO: Division of Corporations
DATE: July 12, 1995
FROM: Sandra Kritch
First American Financial Services, Inc.
RE: MERCHANT CARD CORPORATION

Enclosed is a check for the filing fees and registered agent designation for MERCHANT CARD CORPORATION with the original and 1 copy of their Articles of Incorporation. Please return one set of the completed articles to the address on this stationery.

JUL 18 1995. BSB

FILED
95 JUL 14 AM 7:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

FILED
95 JUL 14 AM 7:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE ONE

The Corporate name is MERCHANT CARD CORPORATION

ARTICLE TWO

Duration

The duration of the Corporation is perpetual.

ARTICLE THREE

Purpose

The Corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporations Act.

ARTICLE FOUR

Capital Stock

The aggregate number of shares which the Corporation has authority to issue is (1000) all of which shall be common shares with a par value of One Dollar.

ARTICLE FIVE

Registered-Office

The street address of the initial registered office of the Corporation is 9731 Chestnut Ridge Drive Winderemere, Florida 34786 and the name of the initial Registered Agent at such address is Betty Cameron.

ARTICLE SIX

Directors

The business of the Corporation shall be managed by a Board of Directors consisting of a minimum of one director and a maximum of six directors.

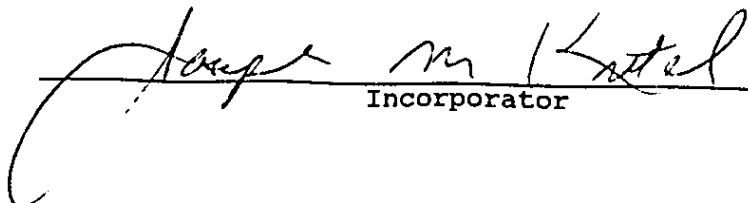
ARTICLE SEVEN

Incorporators

The name and address of the Incorporator is:

Joseph M. Kritch
First American Financial Services, Inc.
26340 US 19 N
Clearwater, Florida 34621

IN WITNESS WHEREOF. I have Subscribed my name this 12th day of July, 1995.


Incorporator

STATE OF FLORIDA

County of Orange

On this 12th day of July, 1995 before me personally appeared Joseph M. Kritch known to be the person whose name is subscribed to the within instrument, and acknowledged that he has executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Sandra E. Kritch
Notary Public



CERTIFICATE OF REGISTERED AGENT

Pursuant to 48.091 Florida Statutes, the following is submitted in compliance with said Act; that MERCHANT CARD CORPORATION desiring to organize under the laws of the State of Florida, with its principal place of business at 9731 Chestnut Ridge Drive Windemere, Florida 34786 named Betty Cameron located at 9731 Chestnut Ridge Drive Windemere, Florida 34786 its agent to accept service of process within Florida.

ACKNOWLEDGMENT

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

DATED: This 12th day of July, 1995

Betty Cameron
Registered Agent