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TALLAHASSEE, FL 32301

800-342-8086

1-2-1995  
904-224-1111 FAX

**CSC networks**  
PRINTING UNIT  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 658295 9451A

AUTHORIZATION :

COST LIMIT : \$ 122.50 *Patricia T. Pytk*

ORDER DATE : August 11, 1995

800001558518

ORDER TIME : 12:10 PM

ORDER NO. : 658295

CUSTOMER NO: 9451A

CUSTOMER: Mr. John Giacoletti  
BATTAGLIA ROSS DICUS &  
WEIN P.A.  
First Union Building  
980 Tyrone Boulevard  
St. Petersburg, FL 33710

DOMESTIC FILING

*American Transaction*

NAME: ~~ADVANCED BANCARD~~ SYSTEMS, INC.

FILED  
95 AUG 17 AM 11:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

XX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Prezeau

T. BROWN AUG 18 1995

EXAMINER'S INITIALS:

511



FLORIDA DEPARTMENT OF STATE

August 14, 1995

Sandra B. Mortham  
Secretary of State

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

SUBJECT: ADVANCED BANCARD SYSTEMS, INC.  
Ref. Number: W95000016262

We have received your document for ADVANCED BANCARD SYSTEMS, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

Written approval and clearance of the terms BANK, BANKER, BANC, BANKING, TRUST COMPANY, BANCSHARES, SAVINGS & LOAN ASSOCIATION, SAVINGS BANK, or CREDIT UNION must be obtained from the Division of Banking and Finance, pursuant to section 655.922(2a), Florida Statutes. The address is:

Division of Banking  
Director's Office  
Suite 1401, The Capitol  
Tallahassee, FL 32399-0350  
(904) 488-1111.

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) 487-6932.

Teresa Brown  
Corporate Specialist

Letter Number: 595A00037871



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

August 17, 1995

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

SUBJECT: ADVANCED PROCESSING SYSTEMS, INC.  
Ref. Number: W95000016262

We have received your document for ADVANCED PROCESSING SYSTEMS, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6932.

Teresa Brown  
Corporate Specialist

Letter Number: 595A00038586

ARTICLES OF INCORPORATION  
OF  
AMERICA TRANSACTION SYSTEMS, INC.

FILED  
95 AUG 17 AM 11:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I  
CORPORATE NAME

The name of the corporation is AMERICA TRANSACTION SYSTEMS, INC.

ARTICLE II  
DURATION

The period of its duration is perpetual.

ARTICLE III  
PURPOSE

The purpose is to engage in any activities or business permitted under the laws of the United States and the state of Florida.

ARTICLE IV  
CAPITAL STOCK

The corporation is authorized to issue TWO HUNDRED (200) shares, all of one class, at \$1.00 par value.

**ARTICLE V  
INITIAL REGISTERED OFFICE AND AGENT**

The name and address of the initial registered agent and office of the corporation are as follows:

RESIDENT AGENT CORPORATION  
OF PINELLAS COUNTY  
980 Tyrone Boulevard  
St. Petersburg, Florida 33710

**ARTICLE VI  
CORPORATE ADDRESS**

The street address of the initial principal office of the corporation is as follows:

2963 GULF-TO-BAY BLVD.  
SUITE 310  
CLEARWATER, FL 34619

**ARTICLE VII  
INITIAL BOARD OF DIRECTORS**

The corporation shall have one 2 directors initially. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the corporation in the manner provided by law, but shall never be less than one (1).

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

<u>Name</u>	<u>Address</u>
GENE SAVAR	737 PINELLAS BAYWAY, #201 ST. PETERSBURG, FL 33715
JOSEPH MONTALBANO	2963 GULF-TO-BAY BLVD. SUITE 310 CLEARWATER, FL 34619

**ARTICLE VIII  
INCORPORATOR**

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

GENE SAVAR  
737 PINELLAS BAYWAY, #201  
ST. PETERSBURG, FL 33715

**ARTICLE IX  
AMENDMENT OF BYLAWS**

The power to adopt, alter, amend or repeal the Bylaws of the corporation shall be vested in the Board of Directors.

**ARTICLE X  
INDEMNIFICATION**

The corporation may be empowered by resolution of the Board of Directors to indemnify any officer or director, or any former officer or director, in the manner set out and provided for in the Bylaws of the corporation, pursuant to the provisions of Section 607.0850 of the Florida Statutes, as amended.

**ARTICLE XI  
INFORMAL ACTION OF DIRECTORS**

If a majority of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation as part of the corporate records, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

**ARTICLE XII  
AMENDMENT OF ARTICLES**

The power to amend these Articles of Incorporation shall be vested in the Board of Directors.

**ARTICLE XIII  
TELEPHONE MEETINGS**

Members of the Board of Directors or the Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear each other, is used.

**ARTICLE XIV  
DIRECTOR QUORUM AND VOTING**

A majority of the directors shall constitute a quorum for a meeting of the directors of the corporation. If a quorum is present, the affirmative vote of a majority of the directors present or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting, shall be the act of the Board of Directors.

**ARTICLE XV  
DIRECTOR CONFLICT OF INTEREST**

A. No contract or other transaction between the corporation and one (1) or more of the directors, or between the corporation and any other corporation, firm, association or other entity, in which one (1) or more of the directors are directors or officers,

. . . .

or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the Board of Directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose:

1. If the fact of such common directorship, officership or financial interest is disclosed or known to the Board or committee, and the Board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or

2. If such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or

3. If the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the Board, a committee or the shareholders.

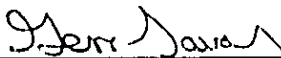
B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which approves such contract or transaction.



**ARTICLE XVI  
INFORMAL ACTION OF SHAREHOLDERS**

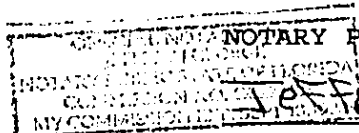
Any action of the shareholders may be taken without a meeting if consent in writing setting forth the actions so taken shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted, and filed with the Secretary of the corporation as part of the corporate records.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation the   9   day of August, 1995.

  
\_\_\_\_\_  
GENE SAVAR, Incorporator

**STATE OF FLORIDA  
COUNTY OF PINELLAS**

Before me personally appeared on this   9   day of August, 1995, GENE SAVAR, who is personally known to me, and who acknowledged to and before me that (s)he executed the foregoing Articles of Incorporation as Incorporator.

 NOTARY PUBLIC  
JEFFREY J. GEORGE  
State of Florida  
Commission No.:  
My Commission Expires:  
Jeffrey J. George  
\_\_\_\_\_  
PRINT NAME: State of Florida (SEAL)  
Commission No.:  
My Commission Expires:

I HEREBY acknowledge that I am familiar with and accept the duties and responsibilities as Registered Agent for the corporation.

RESIDENT AGENT CORPORATION OF PINELLAS  
COUNTY, Registered Agent

By: William Joseph Morrison  
WILLIAM JOSEPH MORRISON,  
Assistant Secretary

FILED  
95 AUG 17 AM 11:27  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

STATE OF FLORIDA  
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared WILLIAM JOSEPH MORRISON, Assistant Secretary of the Resident Agent Corporation of Pinellas County, who is personally known to me, and who acknowledged to and before me that he executed the foregoing Articles of Incorporation as Registered Agent for the corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this  
10 day of AUGUST, 1995.

NOTARY PUBLIC

John C. Giacoletti  
PRINT NAME:  
State of Florida (SEAL)  
Commission No.:  
My Commission Expires:

OFFICIAL NOTARY SEAL  
JOHN C. GIACOLETTI  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC-71162  
MY COMMISSION EXP. AUG. 24, 1999