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EFFECTIVE DATE  
1/8/96

RECEIVED

96 JAN 11 AM 8 28

DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 798565 80428A

AUTHORIZATION :

Patricia Pjute

COST LIMIT : \* 122.50

ORDER DATE : January 10, 1996

ORDER TIME : 3:48 PM

ORDER NO. : 798565

CUSTOMER NO: 80428A

100001686081

CUSTOMER: Jerald I. Rosen, Esq  
JERALD I. ROSEN, ATTORNEY AT  
LAW, CHARTERED  
P. O. Box 915107

Longwood, FL 32791-5107

DOMESTIC FILING

NAME: AUTOMATIC PAYMENT SYSTEMS,  
INC.

XXX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

FILED  
55 JAN 11 PM 12:11  
CORPORATE DIVISION

SAB  
1/11/96

EFFECTIVE DATE  
11/3/96

ARTICLES OF INCORPORATION  
OF  
AUTOMATIC PAYMENT SYSTEMS, INC.

FILED  
96 JAN 11 PM 12:11  
TAMU  
116600A

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation is Automatic Payment Systems, Inc.

ARTICLE II - DURATION

The duration of this corporation shall be perpetual, commencing on the date of execution and acknowledgment of these Articles.

ARTICLE III - PURPOSES

This corporation is organized for the following purposes:

- 1) To engage in the business of providing and processing pre-authorized checks and the marketing of check drafting services.
- 2) To transact any other lawful business for which the corporation may be incorporated under the Florida Business Corporation Act or engage in any other trade or business which can, in the opinion of the Board of Directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.
- 3) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 10,000 single class shares, of ONE DOLLAR (\$1.00) par value common stock.

#### ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for 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 his 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 VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation and the address of the principal as well as the mailing address of the corporation is:

1) 407 Wekiwa Springs Road, Suite 213, Longwood, Florida 32779

The name of the initial registered agent at such address is:

2) Jack M. Kenney

#### ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have four directors initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one.

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

Jack M. Kenney, 837 Eagle Claw Court, Lake Mary, Florida 32746

Dorothy H. Kenney, 837 Eagle Claw Court, Lake Mary, Florida 32746

James E. Pinckney, 2245 Peach Leaf Court, Longwood, Florida 32779


Elaine L. Pinckney, 2245 Peach Leaf Court, Longwood, Florida 32779

#### ARTICLE VIII - INCORPORATORS

The name and address of each incorporator is:

Jack M. Kenney, 837 Eagle Claw Court, Lake Mary, Florida 32746-6307

IN WITNESS WHEREOF, the undersigned subscriber has executed these  
Articles of Incorporation on this 8<sup>th</sup> day of March, 1995

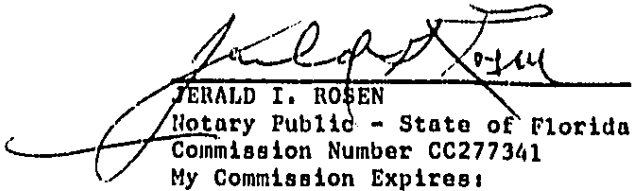
  
\_\_\_\_\_  
JACK M. KENNEY

STATE OF FLORIDA

COUNTY OF SEMINOLE

BEFORE ME, the undersigned authority, personally appeared JACK M. KENNEY, known to me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed said Articles for the purposes therein stated and he produced a Florida Driver's License as identification.

WITNESS my hand and official seal in the State and County aforesaid this 8th day of December, 1995.

  
GERALD I. ROSEN  
Notary Public - State of Florida  
Commission Number CC277341  
My Commission Expires:

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED:

FIRST - THAT AUTOMATIC PAYMENT SYSTEMS, INC.  
(Name of Corporation)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH  
ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF LONGWOOD  
(City)

STATE OF FLORIDA, HAS NAMED JACK M. KENNEY  
(State) (Name of Resident Agent)

LOCATED AT 407 WEKIVA SPRINGS ROAD  
(Street Address and Number of Building,  
P.O. Box Addresses are not acceptable)

CITY OF LONGWOOD, STATE OF FLORIDA, AS ITS AGENT TO  
ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: [Signature]  
(Corporate Officer)  
JACK M. KENNEY

TITLE: Vice President

DATE: 12/1/55

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.

SIGNATURE: [Signature]  
(Resident Agent)  
JACK M. KENNEY

DATE: 12/1/55

FILED  
96 JAN 11 PM 12:11  
TALLAHASSEE, FLORIDA