

P96000021262
Department of State
Corporate Records
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Dear Secretary of State:

Enclosed find one original and a copy of the Articles of
Incorporation of Merchants' Alternative Credit Card
Services, Inc.

Your assistance in establishing the corporation to be
known as Merchants' Alternative Credit Card Services, Inc. is
greatly appreciated.

Respectfully,

Tina A. Wilson

Tina A. Wilson

2518 Lancaster Court
Cape Coral, FL 33903

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3/7/96
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ARTICLES OF INCORPORATION

MERCHANTS' ALTERNATIVE CREDIT CARD SERVICES, INC.

ARTICLE I - NAME

The name of this corporation is Merchants' Alternative Credit Card Services, Inc.
Whose principal address is:
2518 Lancaster Court - Apopka, FL 32703
and whose mailing address is the same.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock which shall be designated "Common Shares".

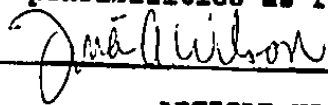
ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2518 Lancaster Court - Apopka, FL 32703 and the name of the initial registered agent of this corporation at that address is Tina A. Wilson.

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.



ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have 1 Director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the bylaws. The name and address of the initial Board of Directors of this corporation is:

NAME

ADDRESS

Tina A. Wilson

2518 Lancaster Court
Apopka, FL 32703

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TALLAHASSEE, FLORIDA

ARTICLE VIII - INCORPORATORS

The Name and address of each person signing these Articles is:

NAME	ADDRESS
Tina A. Wilson	2518 Lancaster Court Apopka, FL 32703

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TALLAHASSEE, FLORIDA

ARTICLE IX - INDEMNIFICATION

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

ARTICLE X - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscriber has executed the Articles of Incorporation this 4th day of March, 1996.

Tina A. Wilson
Tina A. Wilson

STATE OF FLORIDA
COUNTY OF Orange

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Tina Wilson known to be and known by me to be the persons who they executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 4 day of March, 1996.



TIFFANY CHAPMAN
My Commission CC492790
Expires Aug .11 1998

Tiffany Chapman
Notary Public, State of Florida at Large

My commission Expires: