

P96000032187

ComCash, Inc.

April 4, 1996

Florida Department of State  
Secretary of State  
Corporations Division  
409 E. Gaines St.  
Tallahassee, Florida 32399

400001702004  
-04/16/96--01034--012  
+++122.50 ---122.50

Dear Sir or Madam,

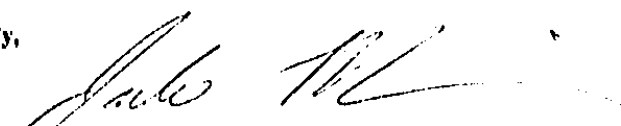
Please find enclosed the necessary documentation to incorporate in the state of Florida and also a check for \$122.50 for ComCash Inc.'s Incorporation fees. If you need to reach me directly at any time, please call me at (800) 766-2782.

Please notify me of ComCash Inc.'s Charter Number as soon as incorporation is completed. Again, the toll free number is (800) 766-2782.

Thanking you in advance for your assistance in this matter.

Sincerely,

Julie Morrison



~~11/16-74-79~~

Dmc  
4/8/96

~~685, 634, 671~~

EFFECTIVE DATE

4-4-96

FILED  
96 APR 11 AM 8:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Fed-X  
delivered

(941) 923-1949

7077 S. Tamiami Trail  
Sarasota, Florida 34231

(941) 921-2821



FLORIDA DEPARTMENT OF STATE  
Sandra B. Morthum  
Secretary of State

April 8, 1996

JULIE MORRISON  
7077 S TAMiami TRAIL  
SARASOTA, FL 34231

SUBJECT: COMCASH, INC.  
Ref. Number: W96000007479

We have received your document for COMCASH, INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$122.50.

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

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) 487-6923.

Doris McDuffie  
Corporate Specialist Supervisor

Letter Number: 096A00015861

**CERTIFICATE OF INCORPORATION  
OF  
COMCASH, INC.**

**FILED**  
96 APR 11 AM 8:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, being over the age of eighteen years, in order to form a corporation pursuant to the provisions of the Corporate Code, hereby certifies as follows:

**1. IDENTIFICATION**

The name of the corporation, hereinafter referred to as the "Corporation" is ComCash, Inc.

**EFFECTIVE DATE**  
4-4-96

**2. PERIOD OF EXISTENCE**

The period during which the corporation shall continue is perpetual.

**3. REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the Corporation is 7077 South Tamiami Trail, Sarasota, FL 34231 and the name and address of the initial registered agent therein and in charge thereof, upon whom process against the Corporation may be served, is 7077 South Tamiami Trail, Sarasota, FL 34231. The principal address and the registered office address of this corporation are the same.

**4. PURPOSE**

The purpose of the corporation is to engage in any or all lawful business for which corporations may be organized under the provisions of the General Corporation Law of Florida.

**5. SHARES**

The total authorized capital stock of the corporation is 10,000,000 shares having a Par Value of \$.00001. All or any part of said shares may be issued by the corporation from time to time and for such consideration as may be determined upon or fixed by the Board of Directors, as provided by Law.

**6. INCORPORATOR'S ADDRESS**

The name and post office address of the incorporator of the Corporation is as follows:

Julie Morrison  
7077 South Tamiami Trail  
Sarasota, FL 34231

#### 7. DIRECTORS

The powers of the Incorporator are to terminate upon the filing of this Certificate of Incorporation and the names and mailing addresses of persons who are to serve as directors until the first meeting of stockholders or until their successors are elected and qualify are as follows:

Carl Smith, 7077 South Tamiami Trail, Sarasota, FL 34231  
Vikki Cook, 7077 South Tamiami Trail, Sarasota, FL 34231  
Carl Smith, III, 7077 South Tamiami Trail, Sarasota, FL 34231

#### 8. INDEMNITY

Directors of the corporation shall not be liable to either the corporation or its stockholders for monetary damages for a breach of fiduciary duties unless the breach is one which invokes: (1) a director's duty of loyalty to the corporation or its stockholders; (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (3) liability for unlawful payments of dividends or unlawful stock purchases or redemption by the corporation; or (4) a transaction from which the director derived an improper personal benefit.

The effective date of this Certificate of Incorporation shall be April 4, 1996.

IN WITNESS WHEREOF, the undersigned Incorporator has caused this Certificate of Incorporation to be executed as of April 4, 1996.

  
\_\_\_\_\_  
Julie Morrison

# **CERTIFICATE AND ACKNOWLEDGEMENT OF REGISTERED AGENT**

**CERTIFICATE OF REGISTERED AGENT  
OF**

**COMCASH, INC.**

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:  
The above corporation, desiring to organize under the laws of the State of Florida with its  
registered office as indicated in the Articles of Incorporation at 7077 South Tamiami Trail,  
Sarasota, Florida 34231 has named Julie Morrison located at the aforesaid address, as its  
Registered Agent to accept service of process within this state.

## **ACKNOWLEDGEMENT**

Having been named as Registered Agent to accept service of process for the above stated  
corporation at the place designated in this certificate, and being familiar with the obligations of  
that position, I hereby accept to act in this capacity, and agree to comply with the provisions of  
Florida Law in keeping open said office.

  
Julie Morrison

**FILED**  
15 APR 11 AM 8:30  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE