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FLORIDA DIVISION OF CORPORATIONS

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: BILINGUAL PAYMENT CENTER, INC.
FAX AUDIT NUMBER: H00000000001
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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
of

BILINGUAL PAYMENT CENTER, INC., a Florida Corporation

WE, the undersigned, SAM GURMINKEL and BETNIE

SCHAFER hereby associate ourselves for the purpose of becoming a corporation under the Laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of the corporation shall be:
BILINGUAL PAYMENT CENTER, INC., a Florida Corporation

ARTICLE II

The general nature of the business and the objects and purposes proposed to be transacted and carried on are to do any and all of the things mentioned, as fully and to the same extent as natural persons might or could do, viz:

a. to engage in any legal business.

b. To make and carry out contracts for buildings, erecting, improving and repairing buildings, structures, improvements, warehouses, docks and structures of every kind and nature whatsoever.

c. In the purchase or acquisition of property, business rights or franchises, or for additional working capital, or for any other object in or about its business or affairs, and without limit as to amount, to incur debt, and to raise, borrow and secure the payment of money in any lawful manner, including issue and sale of

PREPARED BY:
SCHANTZ, SCHATZMAN, AARONSON & CAHAN, P.A.
JOSH BENNETT, ESQ.
420 LINCOLN ROAD
SUITE 440
MIAMI BEACH, FLORIDA 33139
(305) 522-4421

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d. Generally to perform and make contracts of any kind and description and for the purpose of attaining any of the objects of the corporation, to do and perform any other acts or things, and to exercise any and all powers which a co-partnership or natural person could do and exercise, and which now are, or hereafter may be authorized by law, and generally to do and perform any and all things necessary or incident to the performing and carrying out of the powers hereinabove specifically delegated or implied.

CAPITAL STOCK

All said stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting called for the purpose, or paid for, with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. None of the stockholders herein, or anyone who may become stockholders of this corporation, shall have or shall ever have pre-emptive rights in and to any authorized or unissued stock of this corporation until such time as an Amendment to the By-Laws may be passed. This provision is made pursuant to Florida Statute 608.42.

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CAPITAL TO BEGIN BUSINESS

ARTICLE V.

CORPORATE EXISTENCE

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS

ARTICLE VII

ARTICLE VIII

ARTICLE IX

DIRECTORS

The names and addresses of the first Board of Directors of this corporation who shall hold office for the first year or

until their successors are chosen, shall be

NAME _____

Scan QRLink01

ADDRESS

960-41st Street, Suite 410
Miami Beach, Florida 33140

Formula linked

960 - 41st Street, Suite 410
Miami Beach, Florida 33140

ARTICLE X

The name and addresses of the Officers of this corporation who shall hold office for the first year or until their successors are chosen shall be:

NAME

Sam Gurfinkel - President

ADDRESS

960-41st Street, Suite 410
Miami Beach, Florida 33140

Barnie Schaked-Sec.-Treas.

960-41st Street, Suite 410
Miami Beach, Florida 33140

ARTICLE XI

The names and post office addresses of the subscribers and the number of shares each agree to take are:

NAME

Sam Gurfinkel

ADDRESS

960-41st Street, Suite 410
Miami Beach, Florida 33140

NUMBER OF SHARES

50

Bernie Schaked

960-41st Street, Suite 410
Miami Beach, Florida 33140

50

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ARTICLE III

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 BILINGUAL PAYMENT CENTER, 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 Miami
Beach, State of Florida, has named

Sam Gurfinkel, located at 960-41st Street, Suite
410, City of Miami, State of

Florida, as its agent to accept service of process within Florida.

Sam Gurfinkel
Subscriber

Bernie Schaked, Subscriber

Sam Gurfinkel
Corporate Officer
Sam Gurfinkel - President
TITLE

Date: 4/25/96

Having been named to accept service of process for the
above stated corporation, at the place designated in this Certifi-
cate, 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.

Sam Gurfinkel
Resident Agent
Date: 4-25-96

TOTAL P. 07

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ARTICLE XIII

ACKNOWLEDGMENT

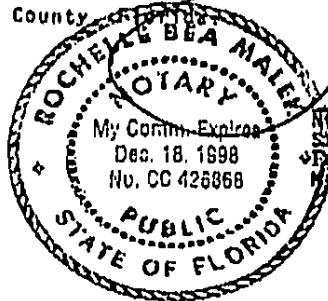
STATE OF FLORIDA }
COUNTY OF DADC } SS:

I HEREBY CERTIFY that on this 25 day of April
19 96, personally appeared before me, the undersigned Notary Public
in and for the State of Florida, Sam Gurfinkel and Bernice
Schaked

parties to the foregoing Certificate of Incorporation, and each ack-
nowledged that he or she did make, subscribe and acknowledge the
foregoing Certificate as and for his or her voluntary act and deed,
and that the facts therein set forth are true and correct as given
under my hand and official seal, the day and year written at

Date

County



Rochelle Bea Malick
NOTARY PUBLIC
State of Florida at Largo
Rochelle Bea Malick
My Commission Expires:

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