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NAME: CARDPRO, INC.

FAX AUDIT NUMBER: H96000010430 CURRENT STATUS: REQUESTED

DATE REQUESTED: 07/26/1996 TIME REQUESTED: 16:28:36

CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 5 METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: $122.50 ACCOUNT NUMBER: 072450003255

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DIVISION OF CORPORATIONS

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(5)

ARTICLES OF INCORPORATION
OF
CARDPRO, INC.

The undersigned, for the purpose of forming a corporation for profit under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

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ARTICLE I - Name

The name of the corporation shall be: CARDPRO, INC..

ARTICLE II - Commencement and Duration

The corporation is to commence its corporate existence on the date of subscription and acknowledgement of these articles of incorporation and shall exist perpetually until dissolved according to law.

ARTICLE III - Purpose

The corporation may transact any and all lawful business.

ARTICLE IV - CAPITAL STOCK

4.01 The corporation is authorized to issued 1,000 shares of One Dollar ($1.00) par value common stock.

4.02 Each outstanding share, regardless of class, shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

4.03 The shares of stock may be issued for such consideration, having a value not less than the par value of the shares issued therefor, as is determined from time to time by the board of directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration therefor has been paid. Thereafter, such shares shall be deemed to be fully paid and nonassessable.

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Prepared by:
MARTIN H. COHEN (FBN 150851)
Attorney at Law
Atrium West, Suite 205
7771 W. Oakland Park Boulevard
Sunrise, Florida 33351
Phone (305) 748-1866

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ARTICLE V - Preemptive Rights Granted.

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

ARTICLE VI - Directors

6.01 All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the board of directors.

6.02 Any and all of the powers and duties conferred to or imposed upon the board of directors, by resolution of the shareholders adopted at a special meeting called for that purpose, may be exercised or performed to such extent and by such person or persons as shall be provided by the shareholders.

6.03 The corporation shall have 3 directors initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the bylaws of the corporation.

6.02 The composition of the first Board of Directors is as follows:

NAME	ADDRESS
Martin H. Cohen	7771 W. Oakland Park Blvd., Suite 205 Sunrise, FL 33351
Jules E. Mazzarantani	7771 W. Oakland Park Blvd., Suite 205 Sunrise, FL 33351
Michael Usbelger	7771 W. Oakland Park Blvd., Suite 205 Sunrise, FL 33351

Said directors shall hold office until their successor(s) shall be chosen at a meeting of the shareholders.

ARTICLE VII - Indemnification

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

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ARTICLE VIII - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors, but the board of directors may not alter, amend or repeal any bylaws adopted by the shareholders if the shareholders provide that the such provisions shall not be altered, amended or repealed by the board of directors.

ARTICLE IX - Amendment

These articles of incorporation may be amended at any time by a vote of a majority of the voting stock of the corporation outstanding, at any regular meeting of the shareholders or at any special meeting of the shareholders.

ARTICLE X - Initial Registered Office and Agent

The address of the initial registered office of the corporation is 7771 W. Oakland Park Blvd., Suite 205, Sunrise, FL 33351 and the name of the initial registered agent is Martin H. Cohen.

ARTICLE XI - Incorporator

The name and address of the incorporator is: Martin H. Cohen, 7771 W. Oakland Park Blvd., Suite 205, Sunrise, FL 33351.

ARTICLE XII - Mailing Address of Corporation

The mailing address of the corporation is: 7771 W. Oakland Park Blvd., Suite 205, Sunrise, FL 33351. The principal office of the corporation has not yet been determined.

ACCEPTANCE OF DUTIES AS REGISTERED AGENT

Having been named as registered agent herein, the undersigned Martin H. Cohen hereby agrees to accept service of process within the State of Florida for the corporation at the place designated in these Articles; to otherwise act in the capacity of registered agent, to comply with the provisions of the Act relative to keeping open said office.

IN WITNESS WHEREOF, I have subscribed my name this July 26, 1996.

Martin H. Cohen
Incorporator
and Registered Agent

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STATE OF FLORIDA)
SS.
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this July 26, 1996, by Martin H. Cohen, personally known to me or who produced *Florida Drivers License* as identification and who did take an oath.

NOTARY PUBLIC:

sign: *Jules E. M.*

print: [redacted] MAZZARANTANI
State of Florida at large (Seal)
My commission expires:

OFFICIAL NOTARY SEAL
JULES E MAZZARANTANI
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC280346
MY COMMISSION EXP. APR. 16,1997

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