

P96000071867

TO: DIVISION OF CORPORATIONS

FA : (04 92 1001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT:m RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072460003255

FAX #: (305)541-3770

AME: PAY EASY SOLUTIONS - BEITLIN, INC.

AUDIT NUMBER.....H96000012051

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 6

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FLORIDA DIVISION OF CORPORATIC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 AUG 28 PM 3:53

FILED

2003
08-28-96

**ARTICLES OF INCORPORATION
OF
PAY EASY SOLUTIONS - SEITLIN, INC.**

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H96000012051
STATE OF FLORIDA

The undersigned Incorporator to these Articles of Incorporation, a Florida corporation, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. CORPORATE NAME.

The name of this Corporation is:

PAY EASY SOLUTIONS - SEITLIN, INC.

ARTICLE II. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of United States and of the State of Florida.

ARTICLE III. CAPITAL STOCK.

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is Five Thousand (5,000) shares of common stock having a par value of One (\$1.00) Dollar per share.

Shares may be issued only for a consideration having a value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and nonassessable.

Robert A. Chavez, Esq.
Teschler Chavez Rubin Forman & Muller PA
2101 Corporate Boulevard, Suite 216
Boca Raton, Florida 33431 (561) 998-7847
Fl. Bar No. 283 525

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ARTICLE IV. TERM OF EXISTENCE.

This Corporation shall have perpetual existence.

ARTICLE V. PRINCIPAL OFFICE AND MAILING ADDRESS.

The principal office and mailing address of the corporation is:

8125 NW 53rd Street
Miami, Florida 33102

ARTICLE VI. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

M & W AGENTS, INC.
Penthouse I
9100 South Dadeland Boulevard
Miami, Florida 33156

The Board of Directors may, from time to time, move the Registered Office to any other address in the State of Florida.

ARTICLE VII. BOARD OF DIRECTORS.

This Corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time by Bylaws adopted by the Shareholders, but shall never be less than one (1).

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ARTICLE VIII. INITIAL DIRECTOR.

The name of the Initial Director of this Corporation and his street address is:

M. Stephen Jackman
8125 NW 53rd Street
Miami, Florida 33102

The person named as initial Director shall hold office for the first year of existence of this Corporation or until his successor is elected or appointed and have qualified, whichever occurs first.

ARTICLE IX. INCORPORATOR.

The name and street address of the person signing these Articles of Incorporation as the Incorporator are:

M & W AGENTS, INC.
Penthouse 1
9100 South Dadeland Boulevard
Miami, Florida 33156

ARTICLE X. CONFLICT OF INTEREST.

No contract between this Corporation and another corporation or another individual shall be invalidated by reason of the fact that one or more of the Officers or Directors of this Corporation are Officers or Directors of the said other corporation, or by reason of the fact that one or more of the Officers or Directors of this Corporation may be the other individual or individuals contracting with this Corporation.

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ARTICLE XI. AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholders' meeting by at least a majority of the stock entitled to vote thereon, unless all of the Directors and all of the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation this 28 day of August, 1996.

M & W AGENTS, INC.



By: _____
Robert A. Chaves
Vice President

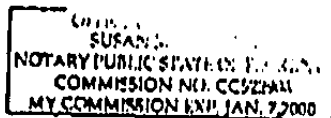
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STATE OF FLORIDA)
) SS.
COUNTY OF PALM BEACH)

BEFORE ME, a Notary Public, personally appeared Robert A. Chaves, a Vice President of M & W AGENTS, INC., to me known to be the Vice President of the corporation described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal at Boca Raton, Palm Beach County, Florida, this
28 day of August.



Susan Margolis
Notary Public
State of Florida at Large

My commission expires:

FILED
96 AUG 28 PM 3:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the following is submitted, in compliance with said Sections:

That Pay Easy Solutions - Seidl, Inc. desiring to organize under the laws of the State of Florida, has named M & W AGENTS, INC., 9100 South Dadeland Boulevard, Miami, County of Dade, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, M & W AGENTS, INC., hereby agrees to act in this capacity, and agrees to comply with the provisions of said Act relative to keeping open said office.

Dated this 28th day of August, 1996.

M & W AGENTS, INC.
By: Robert A. Chavez

FILED
96 AUG 28 PM 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TESCHER CHAVES RUBIN FORMAN & MULLER, P.A.

Attorneys at Law

1000 South Dadeland Boulevard
Miami, Florida 33156-7800
Telephone (305) 670-7444
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Telephone (407) 990-7847
Watts (800) 288-2925
Fax (407) 998-2642

REPLY TO:

September 19, 1996

Boca Raton

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

Re: Pay Easy Solutions - Seitlin, Inc.

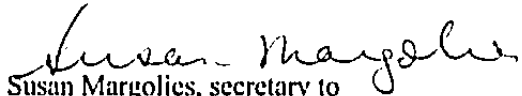
Gentlemen:

Please change the mailing address of the above corporation, which was formed with the Secretary of State on August 28, to:

2001 N.W. 107th Avenue, Suite 200, Miami, Florida 33172.

Thank you for your assistance.

Sincerely,


Susan Margolies, secretary to
Robert A. Chaves

RAC:mmm

KS 9/24