

COMPUPAY, INC.
Kroger Executive Center
8300 N.W. 53rd St., Ste. 401
Miami, FL 33166

P96000076859

September 3, 1996

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

600001947526
-09/16/96--01020--008
****122.50 ****122.50

Re: Incorporation: Pay Easy Solutions - Compupay, Inc.

To Whom It May Concern:

Enclosed please find an original plus one copy of the Articles of Incorporation for PAY EASY SOLUTIONS - COMPUPAY, INC., along with a check in the amount of \$122.50 for filing and certification of the new corporation.

In addition, I have enclosed an original Certificate of Designation of Registered Agent/Registered Office, to be filed with the Articles of Incorporation.

After the Articles have been filed and accepted, please return a certified copy to me at the office address listed above.

If additional information is required, please do not hesitate to contact me.

Sincerely,

COMPUPAY, INC.

Peter Roth
Peter Roth

9/16

enc.

ARTICLES OF INCORPORATION
OF
PAY EASY SOLUTIONS - COMPUPAY, INC.

FILED
95 SEP 13 PM 4:00
CLERK OF CIRCUIT COURT
IN AND FOR THE COUNTY OF MIAMI
FLORIDA

The undersigned Incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be: PAY EASY SOLUTIONS - COMPUPAY, 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 the United States and the State of Florida.

ARTICLE III - KNOWN PLACE OF BUSINESS

The principal place of business and mailing address of this corporation shall be:

Kroger Executive Center
8300 N.W. 53rd St., Ste. 401
Miami, FL 33166

ARTICLE IV - SHARES

The Corporation shall have authority to issue five thousand (5,000) shares of common stock with a par value of \$1.00 per share.

ARTICLE V - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial Registered Agent of the corporation is:

Mr. Peter Roth
Kroger Executive Center
8300 N.W. 53rd St., Ste. 401
Miami, FL 33166

ARTICLE VI - BOARD OF DIRECTORS

The affairs of this Corporation will be managed by a Board of not less than one (1) nor more than nine (9) Directors. Within such limits, the number of Directors shall be fixed and may be altered from time to time as provided in the Corporation's By-Laws. Until their successors are elected, the initial Board of Directors shall consist of the following Directors:

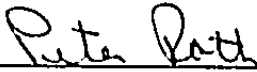
Mr. Peter Roth
Kroger Executive Center
8300 N.W. 53rd St., Ste. 401
Miami, FL 33166

ARTICLE VII - INCORPORATOR

The incorporator of the Corporation is as follows:

COMPUPAY, INC.
Kroger Executive Center
8300 N.W. 53rd St., Ste. 401
Miami, FL 33166

SIGNED this 10 day of September, 1996.



Peter Roth, President
COMPUPAY, INC.
Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISION OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZATION UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Corporation is: **PAY EASY SOLUTIONS - COMPUPAY, INC.**
2. The name and address of the registered agent and office of:

Mr. Peter Roth
Kroger Executive Center
8300 N.W. 53rd St., Ste. 401
Miami, FL 33166

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Peter Roth
Peter Roth, Registered Agent

Date Sept. 10, 1998

FILED
SEP 13 PM 4:58
CLERK OF STATE
TALLAHASSEE FLORIDA