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Accuwrite

Accounting

2955 Hartley Road, Suite 204
Jacksonville, Florida 32257

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Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____ W96-19040
(Corporation Name) (Document #)
4. _____ 502
(Corporation Name) (Document #)

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AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
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<input type="checkbox"/>	Fictitious Name
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Examiner's Initials

24
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 11, 1996

ACCUWRITE ACCOUNTING
2955 HARTLEY ROAD, SUITE 204
JACKSONVILLE, FL 32257

SUBJECT: ACCUPAY, INC. - *Change*
Ref. Number: W96000019040

AccuPay of Mandarin, Inc.

We have received your document for ACCUPAY, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6927.

Kathy Hyman
Document Specialist

Letter Number: 196A00042209

AccuPay of Mandarin, INC.
FILED
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RDE

ARTICLES OF INCORPORATION

OF

AccuPay, Inc. AccuPay of Mandarin, Inc.
DAC

The undersigned does hereby make, subscribe, acknowledge and files these Articles of Incorporation, for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE 1 - NAME

The name of this corporation shall be:

AccuPay, Inc. AccuPay of Mandarin, Inc. RDE
2955 Hartley Rd. # 204
JACKSONVILLE, FL 32257

ARTICLE 2 - PURPOSE

The corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may hereafter be amended.

ARTICLE 3- CAPITAL STOCK

3.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is one thousand (1,000) shares of common stock, each share having the par value of one dollars and 00 cents .

3.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds, or convertible securities of any nature; provided, however, that the board of directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the board of directors may deem advisable in connection with such issuance.

3.3 The board of directors of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the board of directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

3 4 The board of directors of the Corporation may, by articles supplementary, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of stock.

ARTICLE 4: TERM OF EXISTENCE

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE 5: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 2955 Hartley Rd. # 204, Jacksonville, Fl. 32257. Name of the initial registered agent of this corporation at that address is Darwin D. Carlson

ARTICLE 6: BOARD OF DIRECTORS

This corporation shall have two Directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than one Director. The name and address of the initial Board of Directors of the corporation are:

NAME: Darwin D. Carlson
2955 Hartley Rd., # 204, Jacksonville, Fl. 32257
NAME: Mary Ann Carlson
2955 Hartley Rd., # 204, Jacksonville, Fl. 32257

ARTICLE 7 INCORPORATOR

The name and address of the INCORPORATOR of this Corporation is as follows:

Darwin D. Carlson, 2955 Hartley Rd. #204, Jacksonville, FL 32257

ARTICLE 8 INDEMNIFICATION

The corporation shall, to the fullest extent permitted by the Florida Stock Corporation Act, as the same may be amended and supplemented, indemnify under the said provisions, from and against any and all the expenses, and liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of stockholders, or disinterested directors, or otherwise, both as to action in his or her official capacity and as to action while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

ARTICLE 9: SUB-CHAPTER S CORPORATION

The Corporation may elect to be an S Corporation, as provided in Sub-chapter S of the Internal Revenue Code of 1986, as amended.

9.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

9.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of the other shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

9.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of

the Corporation to be taxed under Sub-chapter S of the
Internal Revenue Code of 1986, as amended "

10 POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

11 BYLAWS

The Board of Directors of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

12: AMENDMENT


The Corporation reserve the right to amend, alter, change or repeal nay provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and alights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.


Darwin D. Carlson, INCORPORATOR

STATE OF FLORIDA COUNTY OF DUVAL

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above personally appeared Darwin D. Carlson, know to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 5th day of September 1996.


Notary Public, In and For the State of Florida

Commission Expires
VALERIE R. PENSEN
Notary Public, State of Florida
My Comm. expires April 16, 1999
Comm. No. CC 453083

FILED
96 SEP 11 8 35

CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS,
OR DOMICILE FOR SERVICE OF PROCESS WITHIN FLORIDA, AND
ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091 and 607.034, Florida Statutes, the following is
submitted:


AccuPay of Mandarin, Inc. *DAC*

FIRST, that AccuPay, Inc., desiring to organize or qualify under the laws of the State of
Florida, with its principle place of business at 2955 Hartley Rd. #204, Jacksonville, Fl.
32257 named Darwin D. Carlson as its agent to accept service of process within Florida.

Dated this 5 day of Sept., 1996.


Darwin D. Carlson

SECOND, that having been named to accept service of process for the above named
Corporation, at the place designated in this certificate, I hereby agree to act in this
capacity and I further agree to comply with the provisions of all statutes relative to the
proper performance of my duties.

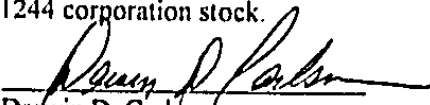

Darwin D. Carlson
Registered Agent

RESOLUTION TO BE MAKE
SECTION 1244 STOCK ELECTION

The Secretary explained that Section 1244 Stock offers benefits that should be taken advantage of. Upon motion duly made, that following resolution was unanimously adopted:

RESOLVED, the Secretary of the Corporation be authorized to take all necessary actions to make this Corporation a properly registered Section 1244 corporation stock.

DATED. *Sept 5, 1956*


Darwin D. Carlson
Director

Attest:
