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WRITER'S DIRECT DIAL NUMBER:

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November 22, 1996

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VIA FEDERAL EXPRESS

Florida Secretary of State
409 East Gaines
Tallahassee, Florida 32399

Re: Esquire ATM, Inc. / Articles of Incorporation

Dear Sir or Madam:

Enclosed for filing with your office are the Articles of Incorporation for the above-referenced corporation. Please file these Articles of Incorporation and provide us with a certified copy of the Articles of Incorporation. Enclosed is our firm's check in the amount of \$122.50.

If you have any questions, please call me.

Sincerely,

Dena L. Kapocius

Dena L. Kapocius
Legal Assistant

DLK
Enclosures

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96 NOV 25 AM 10:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DLK 12/3

**ARTICLES OF INCORPORATION OF
ESQUIRE ATM, INC.**

The undersigned, acting as incorporator of a Florida corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I
NAME

The name of the Corporation is Esquire ATM, Inc.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the Corporation's principal office is 101 East Kennedy Boulevard, Suite 2800, Tampa, Florida 33602, and the mailing address of the Corporation is P.O. Box 172609, Tampa, Florida 33672-0609.

ARTICLE III
PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of Florida.

ARTICLE IV
CAPITAL STOCK

The Corporation is authorized to issue 10,000 shares of common stock, One Dollar (\$1.00) par value per share.

ARTICLE V
INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of the Corporation and the street address of the initial registered office of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
W. Thompson Thorn, III	101 East Kennedy Boulevard Suite 2800 Tampa, Florida 33602

ARTICLE VI
INITIAL BOARD OF DIRECTORS

The Corporation shall have initially one (1) director to hold office until the first annual meeting of shareholders and until his successor shall have been elected and qualified, or until his earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and address of the initial director of the Corporation are:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name
W. Thompson Thorn, III

Address
101 East Kennedy Boulevard
Suite 2800
Tampa, Florida 33602

ARTICLE VII
INCORPORATOR

The name and address of the person signing these Articles as Incorporator is:

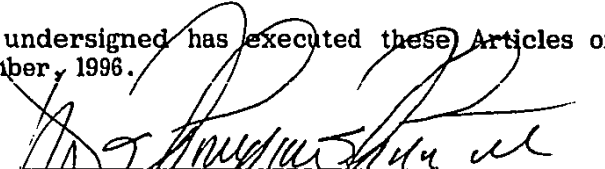
Name
W. Thompson Thorn, III

Address
101 East Kennedy Boulevard
Suite 2800
Tampa, Florida 33602

ARTICLE VIII
INDEMNIFICATION

The Corporation shall indemnify any person who is or was a Director, Officer, employee, or agent of the Corporation or was serving at the request of the Corporation as a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 21st day of November, 1996.



W. Thompson Thorn, III, Incorporator

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 21st day of November, 1996, by W. Thompson Thorn, III, an individual who is personally known to me and did take an oath.



TAMMY C GOGGANS
My Commission CC811625
Expires Jan. 29, 2000


Notary Public
Print Name: Tammy C. Goggans
My Commission Expires: January 29, 2000

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

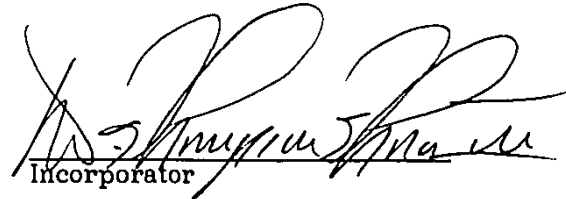
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized 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 Esquire ATM, Inc..
2. The name and address of the registered agent and office is:

W. Thompson Thorn, III
101 East Kennedy Boulevard
Suite 2800
Tampa, Florida 33602

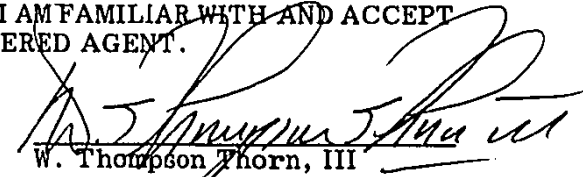
SIGNATURE:
TITLE:


Incorporator

DATE: November 21, 1996

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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE:


W. Thompson Thorn, III

DATE: November 21, 1996