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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

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

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: MICRO POS SYSTEM INC.

AUDIT NUMBER.....H97000002144

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

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 6, 1997

EMPIRE

SUBJECT: MICRO POS SYSTEM, INC.
REF: W97000002978

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Neyssa Culligan
Document Specialist

FAX Aud. #: H97000002144
Letter Number: 097A00006320

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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ARTICLES OF INCORPORATION
OF
MICRO POS SYSTEM, INC.

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

NAME OF THE CORPORATION

The name of the corporation shall be:

MICRO POS SYSTEM, INC.
2250 N.W 72nd AVENUE # 215
MIAMI, FLORIDA, 33122

ARTICLE II

DURATION OF THE CORPORATION

The corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE III

PURPOSE

The corporation may engage in any activity or business permitted under the laws of the State of Florida.

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Prepared by: Jesus Sanchellina, Esq.
235 S.W. LeJeune Rd.
Miami, FL 33134

(305) 447-1617
FBN. 231207

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ARTICLE IV
AUTHORIZED CAPITAL

The corporation shall be authorized to issue 100 shares of common stock of \$ 1.00 par value, for the total authorized capital of \$ 100.00 .

The shares of stock may be issued for cash, property, real or personal, or labor or services actually performed for the corporation at a just value fixed by the board of Directors. Consideration for the stock shall not be less than par value and shares may not be issued until fully paid.

ARTICLE V
DIRECTORS

The corporation shall have two directors initially. The number of directors may be increased or decreased from time to time thereafter in accordance with the bylaws of the corporation but shall never be less than one. The name and street address of the initial director of this corporation:

Nolberto Materan
2550 N.W. 72nd Avenue
Suite 215
Miami, Florida 33122

Carlos Ricardo
2550 N.W. 72nd Avenue
Suite 215
Miami, Florida 33122

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ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 235 S.W. Le Jeune Road, Miami, Florida 33134 and the name of the initial registered agent at that address is Jesús Sanchelima.

ARTICLE VII
INCORPORATOR

The name and address of the Incorporator is:

Jesus Sanchelima, Esq.
235 S.W. Le Jeune Road
Miami, Florida 33134
(305) 447-1617

ARTICLE VIII
INDEMNIFICATION

The corporation shall indemnify its present or former officers or directors to the fullest extent permitted by law either now or hereafter.

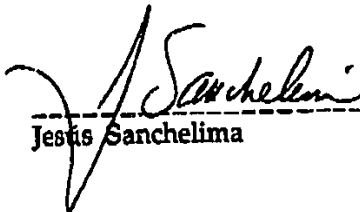
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ARTICLE IX
AMENDMENTS TO ARTICLES

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a shareholders' meeting, with not less than a two-thirds vote of the common stock.

IN WITNESS WHEREOF, the Incorporator has hereunto subscribed this name, on the 5th day of FEBRUARY, A.D. 1997.



Jesus Sanchelima

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of
MICRO POS SYSTEM, INC. .

Dated this 5th day of FEBRUARY, 19 97.



JESUS SANCHELIMA, Reg. Agent

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STATE OF FLORIDA)

COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Jesus Sanchelima, to me well known to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that the instrument was executed for the purposes therein expressed.

WITNESS my hand and official seal, this 5th day of FEBRUARY, 1999.

[Signature]
Notary Public
State of Florida at Large

My commission Expires:



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