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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: ACE INDUSTRIES, INC.
CONTACT: PAM FRIEDMAN
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NAME: ALL CARD SERVICES, INC.

AUDIT NUMBER.....H97000004735

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

CERT. OF STATUS..0

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ARTICLES OF INCORPORATION

Article 1: Name of Corporation ALL CARD SERVICES, INC.
Address of Corporation 15970 WEST STATE ROAD 84 Suite 171
SUNRISE, FLORIDA 33326

Article 2: CAPITAL STOCK: The number of shares which the corporation has authorized to be outstanding at any one time is 1,000, with a par value of \$0.01. (PAR VALUE is NOT REQUIRED).

Article 3: REGISTERED OFFICE: J. SCOTT BILLER
and 15970 W. STATE ROAD 84 Suite 171
REGISTERED AGENT: SUNRISE, FLORIDA 33326

I am familiar with and hereby accept the duties and responsibilities as registered agent for said corporation

J. Scott Biller 3/20/97
Signature of Registered Agent Date

Article 4: The Board of Directors are: (Board of Directors is NOT REQUIRED)
First listed is President. Second is Secretary/Additional Directors.
1. J. SCOTT BILLER
15970 WEST STATE ROAD 84 SUITE 171
SUNRISE, FLORIDA 33326

Article 5: The Name and Address of the INCORPORATOR is:
J. SCOTT BILLER
15970 WEST STATE ROAD 84 SUITE 171
SUNRISE, FLORIDA 33326

In witness whereof I have subscribed my name

J. Scott Biller
Signature of Incorporator

J. SCOTT BILLER

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Prepared by:

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Miami, FL 33138
305-358-2571