

P91000028774

Marian P. Tolley
101 Bent Tree Drive, Unit # 53
Daytona Beach, Florida 32114

March 25, 1997

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

100002125901--4
-03/27/97--01066--015
****122.50 ****122.50

Re: Smart Card International, Inc.

Dear Sir/Madam:

Please find enclosed the Original Articles of Incorporation for the above referenced corporation, in addition to a check in the amount of \$122.50 to cover the cost of the filing fees for the same.

If there are any questions and or concerns regarding this filing or the enclosed, please contact me directly at (904) 274 - 2545 or (904) 254 - 3667.

Sincerely,

Marian P. Tolley
Marian P. Tolley

VIA: Airborne Express # 566-8167-945

FILED
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SECRET
TALLAHASSEE, FLORIDA

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MAR 27 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 31, 1997

LEWIS R. TOLLEY
101 BENT TREE DRIVE
#53
DAYTONA BEACH, FL 32114

The name SMART CARD INTERNATIONAL, INC. has been reserved for 120 days beginning January 31, 1997. The reservation number is R97000000506 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Tracy Smith

Letter number: 697A00005186

ARTICLES OF INCORPORATION

SMART CARD INTERNATIONAL, INC.

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In compliance with the requirements of Chapter 607, Florida Statutes, the undersigned(s), being residents of the State of Florida of full age, do hereby certify:

- I. CORPORATE NAME: The name of the corporation is
SMART CARD INTERNATIONAL, INC.
- II. DURATION: The duration of the corporation is
perpetual.
- III. CAPITAL STOCK: The corporation is authorized to
issue one thousand (1,000) shares of capital stock,
all of one class, at \$1.00 par value.
- IV. BOARD OF DIRECTORS : The corporation shall have an
initial board of directors consisting of two
persons. The number of directors may be increased
or decreased from time to time by a resolution of
the majority of the stockholders, but shall never be
less than one. The names and addresses of the
initial Directors are:

Marian P. Tolley
101 Bent Tree Drive, Unit # 53
Daytona Beach, Florida 32114

Anna M. Antoniello
1420 N. Atlantic Avenue, Suite # 1202
Daytona Beach, Florida 32118

- V. Officers: The names and addresses of the original
officers of the corporation are as follows:

Lewis R. Tolley
101 Bent Tree Drive, Unit # 53
Daytona Beach, Florida 32114
President/Secretary-Treasurer

Robert C. Tolley
1420 N. Atlantic Avenue, Suite # 1202
Daytona Beach, Florida 32118
Vice-President


- VI. REGISTERED AGENT AND OFFICE: The name and address of the initial registered agent and office of the corporation is as follows:

Marian P. Tolley
101 Bent Tree Drive, Suite # 53
Daytona Beach, Florida 32114

By execution of these Articles of Incorporation, the registered agent named herein does hereby state that he/she understands the responsibilities and duties inherent to having been named registered agent, and consents to the same.

- VII. INFORMAL SHAREHOLDER ACTION: Any action of the shareholders may be taken without a meeting if consent is in writing settling the action so taken, and shall be signed by all of the shareholders entitled to vote upon such actions at a meeting, and filed with the Secretary of the corporation as a part of the corporate records.
- VIII. INFORMAL DIRECTOR ACTION: If all of the directors severally or collectively consent in writing to any actions taken, or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be valid as though it had been authorized as a meeting of the Board of Directors.
- IX. INDEMNIFICATION: The corporation shall in indemnify any officer or director, or any former officer or director, to the full extent permitted by law.
- X. PURPOSE: The purpose of this corporation shall be to participate in all such activities as may be allowed by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation in the State of Florida, this 26th day of March 1997.


Marian P. Tolley
Incorporator


Marian P. Tolley
Registered Agent

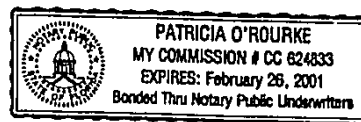
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State of Florida
County of Volusia

BEFORE ME, the undersigned authority, personally appeared MARIAN P. TOLLEY, who is known to me, or the person described herein, and who executed the foregoing Articles of Incorporation as Incorporator and Registered Agent, and she acknowledges to me that she has executed the same for the uses and purposes herein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Daytona Beach, in said County and State, this 26 day of March, 1997.

Patricia C. O'Rourke
Notary Public



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TALLAHASSEE, FLORIDA