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ANDREW G. KOLONDRAS, P.A.

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ANDREW G. KOLONDRAS
ATTORNEY AT LAW

LICENSED IN FLORIDA
AND NEW JERSEY

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*****70.00 *****70.00

April 11, 1997

Department Of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Filing Articles of Incorporation for The Card Network Corporation

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation and Designation and Acceptance of Registered Agent for The Card Network Corporation, and check No. 128 in the amount of \$70.00 to cover the cost of filing the same.

Please return a copy of the recorded documents. Thank you.

Sincerely,

Andrew G. Kolondra, P.A.



Andrew G. Kolondra
for the firm

AGK/agk

DMC
4/17/97

FILED
97 APR 17 PM 3:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

FILED

97 APR 17 PM 3:10

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

THE CARD NETWORK CORPORATION

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

9858 Glades Road Suite #161
BOCA RATON, FL 33434

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100 shares

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Scott Allen Levy
9437 Boca River Circle
BOCA RATON, FL 33434

ARTICLE V INCORPORATOR(S)

See instructions for officers/directors

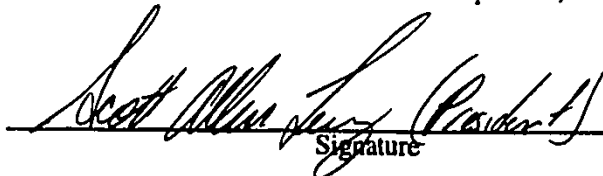
The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Scott Allen Levy
9437 Boca River Cir.
BOCA RATON, FL 33434

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

9 day of April, 19 97.

(An additional article must be added if an effective date is requested.)


Signature

Signature

Signature

Notarization is not required

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

FILED

97 APR 17 PM 3:10

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:

The Card Network Corporation

2. The name and address of the registered agent and office is:

Scott Allen Levy
(NAME)

9437 Boca River Cir
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Boca Raton, FL 33434
(CITY/STATE/ZIP)

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 obligations of my position as registered agent.

Scott Allen Levy (President)
(SIGNATURE)

4/9/97
(DATE)