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THE LAW FIRM OF  
FRANK • EFFMAN • WEINBERG • BLACK, P.A.

NEIL G. FRANK  
STEVEN W. EFFMAN  
STEVEN A. WEINBERG  
DAVID W. BLACK  
DAVID A. CHENKIN  
RANDY J. NATHAN  
JASON E. PERLMAN

May 30, 1997

Florida Dept. of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314  
Attn: New Filing Section

RE: CERVINI & SCHENHOLM, INC.

100002197201--2  
-06/02/97--01029--004  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Sir/Madam:

Enclosed are the original and one copy of the Articles of Incorporation for the above named proposed Florida Corporation. Also enclosed is my firm's check in the amount of \$122.50 representing payment of the following:

Filing Fees	\$35.00
Certified Copy	52.50
Registered Agent	
Designation	35.00

Total Due \$122.50

Please file the enclosed Articles of Incorporation and provide a certified copy to the undersigned as soon as possible and I thank you in advance for your prompt attention to this matter.

Sincerely,

FRANK, EFFMAN, WEINBERG & BLACK, P.A.

*Steven A. Weinberg / RK*

Steven A. Weinberg,  
for the Firm

SAW/km

Encls.

EFFECTIVE DATE  
5-30-97

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JUN -2 PM 1:48

(12)

*See 6/2*

EFFECTIVE DATE

5-31-97

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JUN -2 PM 1:48

ARTICLES OF INCORPORATION  
OF  
CERVINI & SCHENHOLM, INC.

The undersigned, desiring to form a Corporation under the provisions of the Laws of the State of Florida, hereby make, subscribe and acknowledge before a Notary Public, and file with the Secretary of State of the State of Florida, the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME

The Name of the Corporation is:

CERVINI & SCHENHOLM, INC.

ADDRESS: 8930 State Road 84  
Ft. Lauderdale, Florida 33324

ARTICLE II - PURPOSE

The general nature of the business to be conducted and carried on by this Corporation is:

(a) To own and operate a marketing company for credit cards on the Internet; and

(b) To engage in every aspect and phase of each and every lawful business or operation permitted by the Laws of the State of Florida, including, but not limited to, the right and power to manufacture, distribute, purchase or otherwise acquire, and to

THE LAW FIRM OF

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8000 PETERS ROAD • PLANTATION, FL 33324

own, mortgage, pledge, sell, assign, transfer, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct a banking, safe-deposit, trust, insurance, surety, express, railroad, canal, telephone, telegraph or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, or state fair of exposition.

(c) To purchase, take and lease, or in exchange, hire or otherwise acquire any real or personal property, rights or privileges suitable or convenient for any purposes of this business, and to purchase, acquire, erect and construct, make improvements of buildings or machinery, stores or works, insofar as the same may be appurtenant to or useful for the conduct of the business as above specified, but only to the extent to which the company may be authorized by the statutes under which it is organized.

(d) To purchase, sell, pledge, subscribe for or otherwise acquire and to hold the shares, stocks, bonds, debentures, futures, options, commodities, puts and calls or obligations of any company organized under the laws of the State of Florida or of any other state or of any territory of the United States or of any foreign country, except monied or transportation, banking or insurance companies, and to sell or exchange the same, or upon the distribution of assets or divisions of profits, to distribute any such shares, stocks, obligations or proceeds thereof among

the stockholders of this company.

(e) The Corporation shall have full power and lawful authority to issue, execute, assign and endorse notes, mortgages, bonds and all other negotiable papers; to secure any indebtedness due it in the same manner common to natural persons. It shall have the full power to loan money and secure the payment thereof by accepting mortgages, personal endorsements or assignments of personal property or other security. It may sue or be sued, contract or be contracted with, and do any and all other acts necessary or incidental to the powers herein specifically designated.

(f) To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic or government or colony or dependency thereof.

(g) The foregoing shall be construed as independent businesses, and the enumeration of any specific business shall not restrict any other business of the Corporation.

(h) The Corporation shall, in addition, have the power to carry on any other lawful business whatsoever in connection with the foregoing, which is calculated directly or indirectly to promote the interests of the Corporation, or to enhance the value of its assets.

(i) To do and perform and cause to be done or performed each, any and all of the acts and things above enumerated, and any and all other acts and things insofar as the same may be incidental to or included in any or all of the general powers

given, always provided that the grant of the foregoing enumerated powers is upon the express condition precedent that the various powers above enumerated shall be exercised by the acts above recited under which said company is organized, and the same shall be exercised by said company only in the manner and to the extent that the same shall be authorized to be exercised under the said acts above recited under which it was organized. The said Corporation may perform any part of its business outside of the State of Florida, or in other states or colonies of the United States, or in any foreign country or countries.

#### ARTICLE III - DURATION

This Corporation shall exist on a perpetual basis commencing on the date of execution and acknowledgment of these Articles of Incorporation.

#### ARTICLE IV - CAPITAL STOCK

(a) The aggregate number of shares that the Corporation shall have the authority to issue is 400 shares of Capital Stock with \$1.00 par value per share.

(b) The sum of the par value of all shares of Capital Stock of the Corporation that have been issued shall be the stated capital of the Corporation at any particular time.

(c) The holders of the outstanding Capital Stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the Capital Stock of the Corporation.

(d) The shares of the Corporation are not to be divided

into classes.

(e) The Corporation is not authorized to issue shares in series.

#### ARTICLE V - 1244 STOCK

The Capital Stock of the Corporation will be issued in accordance with the requirements of Section 1244 of the Internal Revenue Code.

#### ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new Stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rate share thereof (as nearly as may be done without issuance of fractional shares) at the price which it is offered to others.

#### ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 8000 Peters Road, Plantation, Florida 33324, and the name of the initial Registered Agent of this Corporation at that address is STEVEN A. WEINBERG, Attorney at Law. However, this Corporation may, from time to time, move the principal office to any other address, and shall have the right and power to transact business and establish offices within and without the State of Florida, and in foreign countries as may be necessary or convenient.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) Directors initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than 1.

The names and post office addresses of the first Board of Directors who, being subject to the provisions of the Articles of Incorporation, the by-laws and the Corporation laws of the State of Florida, shall hold office for the first year of the Corporation's existence, or until their successors are selected and have been qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
John P. Cervini	8930 State Road 84 Ft. Lauderdale, Fl. 33324
Allen A. Schenholm	8930 State Road 84 Ft. Lauderdale, Fl. 33324

ARTICLE IX - INCORPORATOR(S)

The names and post office addresses of each subscriber and incorporator of these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
John P. Cervini	8930 State Road 84 Ft. Lauderdale, Fl. 33324

ARTICLE X - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Shareholders.

ARTICLE XI - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE XII - TRANSACTIONS WITH  
DIRECTORS AND OFFICERS

No contract or other transaction between the Corporation and any other firm or corporation shall be affected or invalidated by reason of the fact that any one or more of the Directors or Officers of this Corporation is, or are, interested in, or is a member, stockholder, director or officer or are members, stockholders, directors, or officers of such other firm or corporation; and any director or officer, or officers, individually or jointly, may be a party or parties to, or may be interested in, any contract or transaction of this Corporation or in which this Corporation is interested, and no contract, act or transaction of this Corporation with any person or persons, firm, association, or corporation shall be affected or invalidated by reason of the fact that any director or directors or officer or officers of this Corporation, is a party or are parties to, or interest in, such contract, act or transaction, or in any way connected with such person or persons, firm, association or corporation, and each and every person who may become a director



or officer of this Corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this Corporation for the benefit of himself or any firm, association, or corporation in which he may be interested; directors, when so interested, shall be counted present at directors' meetings for the purpose of determining the existence of a quorum and may vote at such meetings as fully and with the same effect as if not so interested.

#### ARTICLE XIII - INDEMNIFICATION

The Corporation shall indemnify any officer, directors, employee or agent, or any former officer, director, employee or agent, to the full extent permitted by law.

#### ARTICLE XIV - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

#### ARTICLE XV - MISCELLANEOUS

(a) The Corporation shall have the further right and power from time to time to determine whether and to what extent and to what time and place and under what conditions and regulations the accounts and books of this Corporation (other than the Stock Book) or any of them shall be open to inspection of stockholders and no stockholder shall have the right of inspecting any account, books or documents of this Corporation except as

conferred by statutes, unless authorized by a resolution of the stockholders or the Board of Directors.

(b) Both stockholders and directors shall have the power, if the by-laws so provide, to hold their respective meetings, and to have one or more offices within the State of Florida or without, and to keep the books of the Corporation (subject to the provisions of the statutes) outside the State of Florida, at such place as may from time to time be designated by the Board of Directors.

(c) The Corporation may in its by-laws confer powers upon its Directors in addition to the powers authorized and expressly conferred by statute.

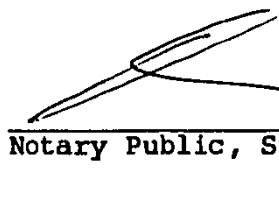
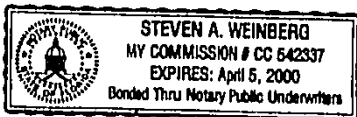
WE, the undersigned, being each and all of the original subscribers to Capital Stock hereinabove named for the purpose of forming a Corporation for profit to do business both without and within the State of Florida, do hereby make, subscribe, acknowledge and file these Articles of Incorporation, hereby declaring and certifying that the facts therein stated are true and correct, and do respectively agree to take the number of shares of stock hereinabove set forth as to each of us, and accordingly have hereunto set our hands and seals this 30<sup>th</sup> day of May, 1997.



STATE OF Florida )  
COUNTY OF Broward ) ss

BEFORE ME, the undersigned authority, personally appeared John Cerone, who after being by me first duly cautioned and sworn, upon his respective oath deposes and says that he is a party to the foregoing Articles of Incorporation and acknowledged the said execution to be his free and voluntary act and deed, and that the facts therein stated are truly set out, and are personally known to me or produced N/A as identification.

WITNESS my hand and seal at Plantation, Florida, the day and date first above set forth.

  
\_\_\_\_\_  
Notary Public, State of Florida

My commission expires:

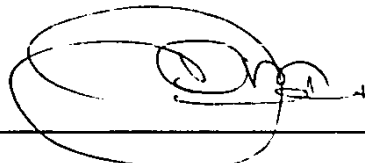
Steven A. Weinberg  
Name of Notary Public

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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Certificate designating place of business or domicile for the Service of Process within Florida, naming Agent upon whom process may be served.

In compliance with Section 48.091, Florida Statutes, the following is submitted:

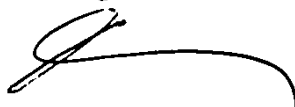
That CERVINI & SCHENHOLM, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 8930 State Road 84, Fort Lauderdale, Florida 33324, has named STEVEN A. WEINBERG, located at 8000 Peters Road, Plantation, Florida 33324, to accept Service of Process within Florida.



TITLE: Incorporator

DATE: 5/30, 1997

Having been named to accept Service of Process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with all the provisions of all statutes relative to the proper and complete performance of my duties.



(Registered Agent)

DATE: 5/30, 1997