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JOSHUA S. GALITZER
PROFESSIONAL ASSOCIATION
17101 N.E. 6TH AVENUE
NORTH MIAMI BEACH, FLORIDA 33162
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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 JUN 12 AM 10:20

JOSHUA S. GALITZER
(ADMITTED TO PRACTICE
IN FLORIDA AND NEW YORK)

June 6, 1997

Charter Section
Secretary of State
State of Florida
The Capital
Tallahassee, Florida 32304

400002210714--4
-06/12/97-01119-005
*****70.00 *****70.00

Re: Articles of Incorporation
SECURED CARD, INC.

Gentlemen:

We are enclosing for filing an original and a copy of the Articles of Incorporation for the above-named corporation.

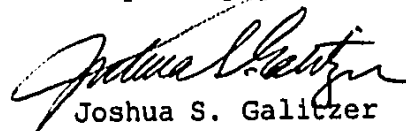
If everything is in order, please cause the original of the Articles of Incorporation to be duly filed and please furnish me with a receipted copy thereof.

Also enclosed is our check in the amount of \$ 70.00 to cover the following costs:

Filing Fee	\$ 35.00
Registered Agent Fee	<u>35.00</u>
Total	\$ 70.00

Thank you for your cooperation.

Very truly yours,


Joshua S. Galitzer

JSG\ka

Enclosures

RP
6-13-97

ARTICLES OF INCORPORATION
OF

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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SECURED CARD, INC.

The undersigned, a natural person competent to contract, for the purpose for forming a corporation under the Florida Business Corporation Act hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is:

SECURED CARD, INC.

ARTICLE II - DURATION

The term of existence of the corporation is perpetual.

ARTICLE III - PURPOSE

The corporation shall be engaged in any lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is 7,500, all of which shall be common shares with par value of \$1.00 per share. There shall be no cumulative voting.

ARTICLE V - PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any

unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

ARTICLE VI - REGISTERED OFFICE

The street address of the initial registered office of the corporation is:

c/o JOSHUA S. GALITZER
17101 N.E. 6th Avenue
North Miami Beach, Florida 33162

and the name of the initial registered agent at such address is:

JOSHUA S. GALITZER

ARTICLE VII - PRINCIPAL OFFICE

The initial street address of the principal office of the corporation in the State of Florida is:

c/o JOSHUA S. GALITZER
17101 N.E. 6TH AVENUE
North Miami Beach, Florida 33162

The Board of Directors may, from time to time, move the principal office to any other address.

ARTICLE VIII - DIRECTORS

8.01 The corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by bylaws adopted by the stockholders, but shall never be less than one (1).

8.02 The name and address of the member of the first Board of

Directors are:

Joshua S. Galitzer
17101 N.E. 6th Avenue
North Miami Beach, FL 33162

The above director of the corporation shall serve until his successors are elected and qualified to serve, pursuant to the corporation's bylaws.

ARTICLE IX - AMENDMENTS

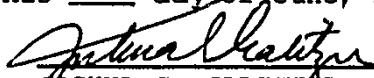
This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

ARTICLE X - INCORPORATOR

The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
JOSHUA S. GALITZER	17101 N.E. 6 Avenue North Miami Beach, FL 33162

IN WITNESS WHEREOF, the undersigned has set his signature and seal as a subscriber of SECURED CARD, INC. and has acknowledged and filed in the office of the Department of the State of Florida these Articles of Incorporation, this 5 day of June, 1997.

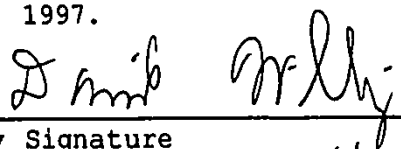

JOSHUA S. GALITZER

STATE OF FLORIDA)
COUNTY OF DADE)SS


I hereby certify that on this day, before me, an officer duly

authorized to administer oaths and take acknowledgments, personally appeared JOSHUA S. GALITZER, known to me to be the person described in and who executed the foregoing Articles of Incorporation, who acknowledged before me that he executed the same, that I relied upon the following forms of identification of the above-named person: _____ and that an oath was/was not taken.

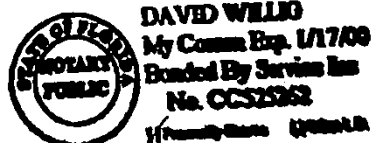
Witness my hand and official seal in the County and State last aforesaid this 5 day of June, 1997.



Notary Signature



Printed Notary Name
Notary Public, State of Florida
My Commission Expires:



CERTIFICATE OF REGISTERED AGENT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

OF

97 JUN 12 AM 10:20

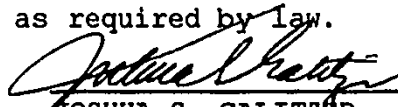
SECURED CARD, INC.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

SECURED CARD, INC., a corporation organizing under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at the City of North Miami Beach, Dade County, has named JOSHUA S. GALITZER, located at 17101 N.E. 6th Avenue, City of North Miami Beach, Dade County, State of Florida, as its registered agent to accept service of process within this State.

ACCEPTANCE

I agree as Registered Agent to accept service of process; to keep office open during prescribed hours, to post my name in some conspicuous place in office as required by law.


JOSHUA S. GALITZER
(Registered Agent)