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Selman & Claire

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS
ATTORNEYS AND COUNSELORS AT LAW

SUITE 106, SCHEVER INTERNATIONAL PLAZA
7280 W. PALMETTO PARK ROAD
BOCA RATON, FLORIDA 33433
TELEPHONE (561) 391-5555
FACSIMILE (561) 395-5012

RICHARD M. SELMAN, P.A.*
ROBERT I. CLAIRE, ESQUIRE, P.A.**
* ALSO ADMITTED IN NEW JERSEY
** CERTIFIED PUBLIC ACCOUNTANT

June 3, 1997

State of Florida
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

900002204499--5
-06/06/97--01093--016
****122.50 ****122.50

RE: BANKER'S MERCHANT SERVICES, INC.

Dear Sir/Madam:

Enclosed is an original and one (1) copy of Articles of Incorporation for the above referenced corporation.

Also enclosed is check in the amount of \$122.50 for filing as follows for the corporation:

Filing Fees	\$ 35.00
Cert. copy	52.50
Reg. Agent	<u>35.00</u>
Amount	\$122.50

Your expediency in returning the filed Articles of Incorporation is appreciated.

Should you have any questions, please do not hesitate to call our office.

Very truly yours,


Robert I. Claire, Esq.

RIC/jc
Enclosures/check

JUN 9

511

W97-13413

FILED
97 JUN 26 PM 1:13
STATE OF FLORIDA
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 9, 1997

SELMAN & CLAIRE
7280 W. PALMETTO PARK ROAD
SUITE 106
BOCA RATON, FL 33433

SUBJECT: BANKER'S MERCHANT SERVICES, INC.
Ref. Number: W97000013413

We have received your document for **BANKER'S MERCHANT SERVICES, INC.** and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Written approval and clearance of the terms **BANK, BANKER, BANC, BANKING, TRUST COMPANY, BANCSHARES, SAVINGS & LOAN ASSOCIATION, SAVINGS BANK, or CREDIT UNION** must be obtained from the Division of Banking and Finance, pursuant to section 655.922(2a), Florida Statutes. The address is:

Division of Banking
Director's Office
101 E. Gaines St.
Fletcher Bldg, 6th Floor.
Tallahassee, FL 32399-0350
(904) 488-1111.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 897A00030860



ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

OFFICE OF COMPTROLLER
DEPARTMENT OF BANKING AND FINANCE
STATE OF FLORIDA
TALLAHASSEE
32399-0350

June 19, 1997

Ms. Arlene Skoller
President
Banker's Merchant Services
616 S. Federal Highway
Deerfield Beach, Florida 33441

Dear Ms. Skoller:

Re: "Banker's Merchant Services, Inc."

Thank you for your recent letter/fax requesting approval for use of the above-referenced name. It is the opinion of this Department that your name is definitive enough to differentiate the business being conducted from that of a commercial bank or trust company. Therefore, the Department does not object to your use of the above-referenced name being registered to conduct business in the State of Florida.

Sincerely,

Wm. Douglas Johnson
Assistant Director
Division of Banking
101 East Gaines Street
The Fletcher Building - Sixth Floor
Tallahassee, FL 32399-0350
(904) 488-1111

:kr

cc: **Karon Beyer, Chief**
Bureau of Corporate Records
Division of Corporations
Secretary of State's Office

Selman & Claire

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS
ATTORNEYS AND COUNSELORS AT LAW

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RICHARD M. SELMAN, P.A.*
ROBERT I. CLAIRE, ESQUIRE, P.A.**

* ALSO ADMITTED IN NEW JERSEY
** CERTIFIED PUBLIC ACCOUNTANT

June 25, 1997

Brenda Baker
Corporate Specialist
Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

RE: Articles of Incorporation
Banker's Merchant Services, Inc.

Dear Ms. Baker:

Per your request, enclosed please find a letter from the Division of Banking giving approval for the use of the name "Banker's Merchant Services, Inc." As this name has been approved, please file the enclosed Articles of Incorporation and return a file stamped copy to us. The filing fee of \$122.50 was previously submitted to you with the original filing request.

Should you have any comments or questions, please feel free to contact the undersigned directly.

Very truly yours,

Robert I. Claire, Esq.
Robert I. Claire, Esq.

RIC:cg

ARTICLES OF INCORPORATION
OF

BANKER'S MERCHANT SERVICES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME & PRINCIPAL ADDRESS OF BUSINESS

The name and address of the corporation shall be:

BANKER'S MERCHANT SERVICES, INC.
614-616 S. Federal Highway
Deerfield Beach, Florida 33441

ARTICLE II

DURATION

The duration of the corporation is perpetual.

ARTICLE III

PURPOSE

The general purposes for which the corporation is organized are as follows:

A. To market and sell credit card services to retail merchants in the State of Florida.

B. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporations Act.

C. To do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is One Thousand (1,000) shares of common stock. Such shares shall be of a single class and shall have par value of One Dollar (\$1.00) per share.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the corporation is 7280 W. Palmetto Park Road, Suite 106, Boca Raton, Florida 33433 and the name of its initial Registered Agent at that address is Robert I. Claire.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Director is (1). The number of Director may be increased or decreased from time to time in accordance with the By-laws but shall never be less than one. The names and address of the initial Director of the corporation are as follows:

Arlene Skoller

614-616 S. Federal Highway
Deerfield Beach, Florida 33441

ARTICLE VII

OFFICERS

The names and address of each initial officer is as follows:

Arlene Skoller
President, Secretary &
Treasurer

614-616 S. Federal Highway
Deerfield Beach, Florida 33441

ARTICLE VII
INCORPORATORS

The name and address of each Incorporator is as follows:

Arlene Skoller

614-616 S. Federal Highway
Deerfield Beach, Florida 33441

ARTICLE IX

AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on the 30th day of May, 1997.

Arlene Skoller
Arlene Skoller

STATE OF FLORIDA)

COUNTY OF PALM BEACH)

Before me, personally appeared Arlene Skoller, to me personally known, who did take an oath, and known to me to be the person described in and executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 30 day of May, 1997.

Karen C. Richardt
NOTARY PUBLIC
State of Florida

My Commission expires:

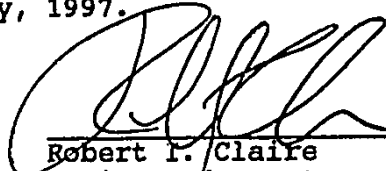


KAREN C. RICHARDT
MY COMMISSION # 00300081 EXPIRES
April 18, 1998
BONDING TRUST FARM INSURANCE, INC.

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of **BANKER'S MERCHANT SERVICES, INC.** which is contained in the foregoing Articles of Incorporation.

DATED this 30th day of May, 1997.


Robert I. Claire
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA