PARTHENT OF STATE

DEPARTMENT OF STATE DIVISION OF CORPORATIONS P.O.BOX 6327 Tallahassee, Fl. 32314

6/29/97

SUBJECT: Filing propose UNITED MERCHANT CREDITCARDS SERVICES, INC.

Enclosed is an original and two (2) copies of the Articles of Incorporation and a check in the amount of \$78.75, for the filing Fees & Certificate.

Please send the papers to:

MS. MONICA B. RUBIO

8665 N.W. 6th. Lane, Suite 104

Miami, Fla. 33126

(305) 265 1806 -07/14/97-01120-006 -07/14/97-01120-006

Thank you,

No Monica R Pubio

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

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

ARTICLE I NAME

The name of the corporation shall be:

UNITED MERCHANT CREDITCARDS SERVICES, INC.

ARTICLE II PRINCIPAL OFFICE

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

8665 N.W. 6th.Lane, Suite 104, Miami, F1.33126

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized at any one time is: 500 shares of common stock of \$1.00 par value each, all or part of said stock to be issued from time to time as may be determined by the Board of Directors.

ARTICLE IV INITIAL REGISTRED AGENT AND STRET ADDRESS

The name and address of the initial registered agent is:

Ms. MONICA B. RUBIO, 8665 N.W. 6 Lane, Suite 104, Miami, F1.33126

ARTICLE V INCORPORATOR

The name and street address of the incorporator to these Article of Incorporation is:

Ms. MONICA B. RUBIO, 8665 N.W. 6 Lane, Suite 104, Miami, Fl. 33126

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Signature of Monica B. Rubio 8665 NW 6Lane, S-104, Mia.F1.33126

CERTIFICATE OF DESIGNATION OF

REGISTERED AGENT/REGISTERED OFFICE

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:

UNITED MERCHANT CREDITCARDS SERVICES, INC.

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

Ms. Monica B Rubio, 8665 NW 6 Lane, S-104, Miami, F1.33126

Having been named as registred 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.

Jonnie Rulio

10 / JULY /1997

Ms. Monica B. Rubio

8665 N.W. 6 Lane, Suite 104

Miami, F1. 33126

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