

P9700061747  
Harvey J. Spinowitz, P.A., Attorneys at Law  
1455 Court Street, Clearwater, Florida 34616 Tel. (813) 449-9929 Fax. (813) 446-2748

Harvey Jay Spinowitz\*  
Julie Beth Jouben

\*Admitted in Florida, New Jersey and New York

July 9, 1997

TRANSMITTAL LETTER

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

FILED  
97 JUL 11 PM 1:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
600002235806--7  
-07/11/97--01052--019  
\*\*\*131.25 \*\*\*131.25

SUBJECT: Reliable Merchant Services, Inc.

Enclosed is an original and one copy of the articles of incorporation and a Designation and Acceptance of Registered Agent for a Florida Corporation.

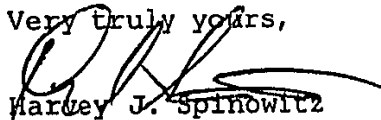
Please provide a certificate of status and a certified copy of these articles.

A check for \$131.25 is enclosed. This represents payment for:

1. Articles of Incorporation
2. Designation of and Acceptance by a Registered Agent
3. Certificate of Status
4. Certified Copy of Articles of Incorporation

If you have any questions, please call me.

Very truly yours,

  
Harvey J. Spinowitz

HJS/kp

encls.

7/16/97

**ARTICLES OF INCORPORATION  
OF  
RELIABLE MERCHANT SERVICES, INC.**

**FILED**

97 JUL 11 PM 1:21

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I. CORPORATE NAME.**

The name of this corporation is Reliable Merchant Services, Inc.

**ARTICLE II. PRINCIPAL OFFICE.**

The principal place of business and mailing address of this corporation are 1408 Windmill Pointe Rd., Palm Harbor, Florida 34685.

**ARTICLE III. CAPITAL STOCK.**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100) shares having a par value of one (\$1.00) per share.

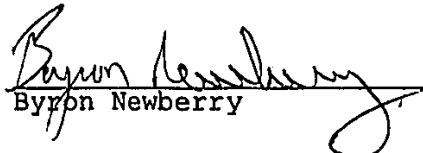
**ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE.**

The name and address of the initial registered agent are Byron Newberry, 1408 Windmill Pointe Rd., Palm Harbor, Florida 34685.

**ARTICLE V. INCORPORATORS.**

The name(s) and street address(es) of the incorporator(s) of these articles of incorporation are Byron Newberry, 1408 Windmill Pointe Rd., Palm Harbor, Florida 34685.

The undersigned has executed these articles of incorporation on this 9<sup>th</sup> day of July, 1997.

  
Byron Newberry

FILED

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE 97 JUL 11 PM 1:21

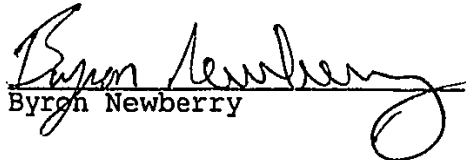
Pursuant to the provisions of F.S. 607.0501, the undersigned, <sup>SECRETARY OF STATE</sup> corporation, organized under the laws of the State of Florida, <sup>TALLAHASSEE, FLORIDA</sup> submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is Reliable Merchant Services, Inc.
2. The name of the registered agent is Byron Newberry.
3. The address of the registered agent/registered office is 1408 Windmill Pointe Rd., Palm Harbor, Florida 34685.

Acceptance

Having been named as registered agent and designated to accept service of process for the above corporation, 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.

Dated: July 9, 1997

  
Byron Newberry