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P97000004220

UCC FILING & SEARCH SERVICES, INC.

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

- 1 IntellicPay Inc. (Corporation Name) _____ (Document #) _____
- 2 _____ (Corporation Name) _____ (Document #) _____
- 3 _____ (Corporation Name) _____ (Document #) _____
- 4 _____ (Corporation Name) _____ (Document #) _____

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STATE

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Pick Up Time _____

Mail Out

Will Wait

Photocopy

Certified Copy

Certificate of Status

Certificate of Good Standing

ARTICLES ONLY

ALL CHARTER DOCS

Certificate of FICTITIOUS NAME

FICTITIOUS NAME SEARCH

CORP SEARCH

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NEW FILINGS	
<input checked="" type="checkbox"/> Profit	
<input type="checkbox"/> NonProfit	
<input type="checkbox"/> Limited Liability	
<input type="checkbox"/> Domestication	
<input type="checkbox"/> Other	

AMENDMENTS	
<input type="checkbox"/> Amendment	
<input type="checkbox"/> Resignation of R A, Officer/Director	
<input type="checkbox"/> Change of Registered Agent	
<input type="checkbox"/> Dissolution/Withdrawal	
<input type="checkbox"/> Merger	

OTHER FILINGS	
<input type="checkbox"/> Annual Report	
<input type="checkbox"/> Fictitious Name	
<input type="checkbox"/> Name Reservation	

REGISTRATION/QUALIFICATION	
<input type="checkbox"/> Foreign	
<input type="checkbox"/> Limited Partnership	
<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Trademark	
<input type="checkbox"/> Other	

HOLD FOR PICKUP BY UCC SERVICES

8/7/24/97

Examiner's Initials _____

**ARTICLES OF INCORPORATION
OF
INTELLIPAY, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators, being competent to contract, subscribe to these Articles of Incorporation to form a corporation for profit under the laws of the State of Florida.

ARTICLE I - Name

The name of this Corporation shall be:

IntelliPay, Inc.

ARTICLE II - Principal Office

The address of the principal office and the mailing address of the Corporation is 5546 Caurus Court, Orlando, Florida 32808.

ARTICLE III - Business and Activities

This Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - Capital Stock

A. The authorized capital stock of this Corporation and the maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 1,000,000 shares of common stock having a par value of \$.01 per share and 1,000,000 shares of preferred series A stock having a par value of \$.01 per share. The characteristics of each class of stock shall be as follows:

The common stock shall be voting stock and the holders thereof shall be entitled to vote on all issues upon which the shareholders are entitled to vote. The Class A preferred stock shall be voting stock and the holders thereof shall have liquidation preference over the holders of the common stock.

Except as hereinabove provided, the rights and privileges of each class of stock shall be identical as to voting, dividends and other rights, powers and privileges.

B. All or any portion of the capital stock may be issued in payment for real or personal property, past or future services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued, shall become and be fully paid and

nonassessable, the same as though paid for in cash, and the Directors shall be the sole judges of the value of any property, services, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

ARTICLE V - Term of Existence

The effective date upon which this Corporation shall come into existence shall be the date of filing of these Articles, and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE VI - Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 5546 Caurus Court, Orlando, Florida 32808, and the name of the initial registered agent of this Corporation at that address is Garth Van Gorder.

ARTICLE VII - Directors

- A. The initial number of Directors of this Corporation shall be two.
- B. The number of Directors may be either increased or diminished from time to time by the Board of Directors or the Shareholders in accordance with the Bylaws of this Corporation, but there shall always be at least one Director.
- C. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by Directors in attending meetings of the Board of Directors.
- D. Nothing in this Article shall be construed to preclude the Directors from serving the Corporation in any other capacity and receiving compensation therefor.
- E. The names and street addresses of the initial members of the Board of Directors, each to hold office until the first annual meeting of the Shareholders of this Corporation or until their successors are elected or appointed and have qualified, are:

<u>Name</u>	<u>Street Address</u>
Abner E. Weintraub	5546 Caurus Court, Orlando, Florida 32808
Garth Van Gorder	5546 Caurus Court, Orlando, Florida 32808

- F. Any Director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the Shareholders of this Corporation, for any cause deemed sufficient by such Shareholders or for no cause.

G. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled by the Shareholders of this Corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining Directors until the Shareholders have acted to fill the vacancy.

ARTICLE VIII - Incorporators

The name and street address of each incorporator signing these Articles is:

<u>Name</u>	<u>Street Address</u>
Abner E. Weintraub	5546 Caurus Court, Orlando, Florida 32808
Garth Van Gorder	5546 Caurus Court, Orlando, Florida 32808

ARTICLE IX - Lost or Destroyed Certificates

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the Bylaws of this Corporation.

ARTICLE X - Amendment to Articles

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE XI - Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors. Any Bylaws adopted by the Board of Directors may be repealed, changed, or new Bylaws may be adopted by the vote of a majority of the stock entitled to vote thereon, and the Shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, amended or repealed by the Board of Directors.

ARTICLE XII - Shareholders' Agreements

The Shareholders of the voting stock of the Corporation may, by unanimous agreement, restrict the discretion of the Board of Directors in its management of the Corporation, provide for direct Shareholder management of the business and affairs of the Corporation, treat the Corporation as if it were a partnership, or may arrange the relations between and among Shareholders that would be otherwise appropriate only between partners. A Shareholders' Agreement among less than all Shareholders may only affect the management of the Corporation by providing for the manner in which parties to the Shareholders' Agreement will vote their shares. Any Shareholders' Agreement must be in writing and a copy thereof must be delivered to the principal office of the Corporation and be available there for inspection by

any Shareholder pursuant to the inspection of records procedure for Shareholders as provided in the Florida Business Corporation Act. If a Shareholders' Agreement has been entered into, all stock certificates owned by Shareholders who are parties to the Agreement shall have an appropriate notation referencing the Shareholders' Agreement. No committee of the Board of Directors may pre-empt the Shareholders' Agreement signed by all Shareholders.

ARTICLE XIII - Shareholder Quorum

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the Shareholders, provided that specified items of business that require a vote by a class or series of stock shall need a majority of such class or series to constitute a quorum.

ARTICLE XIV - Director Quorum

A majority of the Directors shall constitute a quorum for the transaction of business.

ARTICLE XV - Director Voting

The act of a majority of directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

ARTICLE XVI - Affiliated Transactions

This Corporation expressly elects not to be governed by the provisions of Florida Statutes Section 607.0901 dealing with affiliated transactions.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation this 23 day of July, 1997.

Abner E. Weintraub
Abner E. Weintraub

Garth Van Gorder
Garth Van Gorder

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned is familiar with the obligations of the registered agent and hereby accepts the appointment to serve as the initial Registered Agent of IntelliPay, Inc.

Garth Van Gorder
Garth Van Gorder

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SECRETARY OF STATE
TALLAHASSEE FLORIDA