

P97000066235

Law Offices

D. Justin Niles, P.A.

7301-A WEST PALMETTO PARK ROAD
SUITE 305-C
BOCA RATON, FLORIDA 33433
(561) 447-9600
TELECOPIER (561) 447-0059

July 11, 1997

VIA FEDERAL EXPRESS

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

600002239606--7
-07/16/97--01070--014
****122.50 ****122.50

Re: Filing Articles of Incorporation for FIRST BANCARD SYSTEMS

Ladies and Gentleman:

Enclosed please find the above referenced document for filing with the Division of Corporations, along with our firm's check in the amount of \$122.50 for same.

Very truly yours,

Gail F. Tomlin

Gail F. Tomlin
Secretary for D. Justin Niles

Enclosure
gft

FAWPDOCSLETTERSARTINCOR.001

511-
W97 — 16545

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 31 AM 11:30

7/13/97



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 31 AM 11:30

July 17, 1997

D. JUSTIN NILES, P.A.
ATTN: GAIL F. TOMLIN
7301-A WEST PALMETTO PARK ROAD #305-C
BOCA RATON, FL 33433

SUBJECT: FIRST BANCARD SYSTEMS, INC.
Ref. Number: W97000016545

We have received your document for FIRST BANCARD SYSTEMS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(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
(850) 488-1111.

Please return the original and one copy of 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 (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 297A00036572

Law Offices
D. Justin Niles, P.A.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 31 AM 11:31

7301-A WEST PALMETTO PARK ROAD
SUITE 305-C
BOCA RATON, FLORIDA 33433
(561) 447-9600
TELECOPIER (561) 447-0059

July 29, 1997

VIA FEDERAL EXPRESS

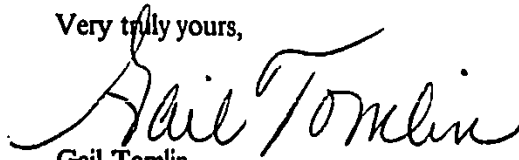
Secretary of State
Division of Corporations
ATTN: Ms. Claretha Golden
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Filing Articles of Incorporation for First Bancard Systems, Inc.

Dear Ms. Golden:

Enclosed please find the above referenced document for filing with the Division of Corporations, along with a copy of your correspondence to our offices regarding written approval necessary to use selected name, and the original correspondence from William Douglas Johnson, Assistant Director of Division of Banking, granting said approval. If you have any questions or comments regarding this matter, please do not hesitate to contact our offices.

Very truly yours,


Gail Tomlin
Secretary for D. Justin Niles

Enclosures
gft

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ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 31 AM 11:31

July 25, 1997

D. Justin Niles, P.A.
Law Offices
7301-A West Palmetto Park Road
Suite 305-C
Boca Raton, Florida 33433

Dear Mr. Niles:

Re: "First Bancard Systems, 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

**ARTICLES OF INCORPORATION
OF
FIRST BANCARD SYSTEMS, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 31 AM 11:31

ARTICLE I.

CORPORATE NAME

The name of this Corporation shall be:

FIRST BANCARD SYSTEMS, INC.

ARTICLE II.

PRINCIPAL OFFICE

The address of the principal office and the mailing address of the Corporation shall be:

160 West Camino Real
Suite 225
Boca Raton, Florida 33432

ARTICLE III.

NATURE OF CORPORATE BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

ARTICLE IV.

CAPITAL STOCK

This Corporation is authorized to issue a maximum of One Thousand (1,000) shares of stock. The shares of stock authorized shall be common stock having a par value of One (1) Dollar per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE V.

TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE VI.

PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this Corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VII.

SPECIAL PROVISION

It is the intent of the incorporator that the Corporation will qualify under Section 1244 of the Internal Revenue Code and that the Corporation will file as an S-Corporation.

ARTICLE VIII.

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's Initial Registered Agent and Registered Office in the State of Florida shall be:

Brad McCormick
160 West Camino Real
Suite 225
Boca Raton, Florida 33432

ARTICLE IX.

BOARD OF DIRECTORS

The number of Directors may be altered from time to time by By-Laws adopted by the Stockholders. However, the Corporation shall have no less than one (1) Directors at any time.

ARTICLE X.

INITIAL DIRECTORS

The name and post office address of each member of the first Board of Directors is:

Name

Address

Brad McCormick

160 West Camino Real
Suite 225
Boca Raton, Florida 33432

The members of the first Board of Directors shall hold office until the first annual meeting of the Stockholders of the Corporation.

ARTICLE XI.

OFFICERS

The names and addresses of the initial officers of the Corporation who shall hold office for the first year of the Corporation, or until their successors are elected or appointed.

Brad McCormick
President and Secretary

160 West Camino Real
Suite 225
Boca Raton, Florida 33432

ARTICLE XII.

INCORPORATOR

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 JUL 31 AM 11:31

The name and post office address of the Incorporator executing these Articles of Incorporation is as follows:


Incorporator

Address

Brad McCormick

160 West Camino Real
Suite 225
Boca Raton, Florida 33432

THE UNDERSIGNED INCORPORATOR, for the purpose of forming a Corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true.

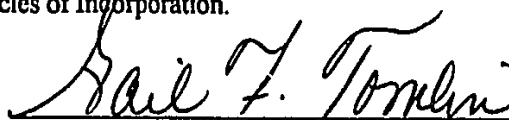
 (SEAL)
Brad McCormick

STATE OF FLORIDA
COUNTY OF PALM BEACH

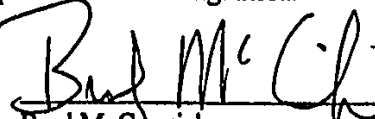
Before me this 11th day of July, 1997 personally appeared Brad McCormick, who is [] is personally known to me, or who ☒ has produced his drivers license as identification, who is the person described as the Incorporator in the foregoing Articles of Incorporation and who acknowledged before me that he executed said Articles of Incorporation.



GAIL F. TOMLIN
My Commission CC478712
Expires Jul. 08, 1999
Bonded by HAI
888-422-1885


Gail F. Tomlin, Notary Public

The undersigned hereby accepts the foregoing designation as initial Registered Agent and agrees to comply with the provisions of law applicable to said designation.


Brad McCormick

FAWPDOCS\CORP\18TBANCA\ART