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700 SOUTH BABCOCK STREET
POST OFFICE BOX 2523
MELBOURNE, FLORIDA 32902-2523
(407) 984-2700
FAX: (407) 723-4092

July 24, 1997

VIA FEDERAL EXPRESS

Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee, FL 32399

400002250984--4
-07/29/97--01085--012
*****70.00 *****70.00

RE: PRE-PAID SOLUTIONS, INC.

Dear Sirs:

Enclosed are an original and one copy of the Articles of Incorporation and Acceptance of Registered Agent of the subject corporation. Please file the original and return a copy to the undersigned. Also, I would appreciate it if you could fax a copy of the filed Articles to my attention at (407) 723-4092.

Our check in the amount of \$70 to cover your filing fee is enclosed.

Thank you for your assistance in this matter.

Sincerely,



Rose K. Rayner
Legal Assistant to
Patrick F. Healy, Esq.

/rr
Enclosures

~~2555~~
~~1711~~

Rmc
8/5/97

FILED
97 AUG -5 PM 1:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

July 31, 1997

POTTER, MCCLELLAND, MARKS, ET. AL.
ATTN: ROSE K. RAYNER
POST OFFICE BOX 2523
MELBOURNE, FL 32902-2523

SUBJECT: PRE-PAID SOLUTIONS, INC.
Ref. Number: W97000017634

We have received your document for PRE-PAID SOLUTIONS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and street address must be consistent wherever it appears in your document.

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: 697A00039053

August 3, 1997

Ms. Golden:

Correction was made as to address. Please file original and return file-stamped copy. Thank you.

Rose Rayner
Legal Assistant

ARTICLES OF INCORPORATION
OF
PRE-PAID SOLUTIONS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is PRE-PAID SOLUTIONS, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing at the time of filing these articles with the Secretary of State of the State of Florida.

ARTICLE III - PURPOSE

The corporation is organized for the purposes of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue Two Million (2,000,000) shares of One Cent (\$.01) par value common stock, which shall be designated "Common Shares." There shall be no other classes of stock.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 444 North Harbor City Boulevard, Melbourne, Florida 32901 and the name of the initial registered agent of this corporation at that address is: Thomas E. Biddix.

ARTICLE VIII - MAILING ADDRESS

The mailing address of this corporation is 444 North Harbor City Boulevard, Melbourne, Florida 32901.

ARTICLE IX - INCORPORATOR

The name and address of the incorporation of the corporation is: THOMAS E. BIDDIX 444 North Harbor City Boulevard
Melbourne, FL 32901

ARTICLE X - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE XI - CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by the Board of Directors.

ARTICLE XII - SHAREHOLDER QUORUM AND VOTING

Fifty-One percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

ARTICLE XIII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIV - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this 24 day of July, 1997



THOMAS E. BIDDIX

STATE OF FLORIDA)
) SS
COUNTY OF BREVARD)

BE IT KNOWN that on the 24 day of July, 1997, before me, a Notary Public in and for the State of Florida duly commissioned and sworn, dwelling in Brevard County, personally came and appeared THOMAS E. BIDDIX who is personally known to me or who has produced a driver's license as identification and who did not take an oath.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed my seal of office the day and year last above written.



Notary Public, State of Florida




Roco K. Rayner
MY COMMISSION # CC820240 EXPIRES
March 11, 2001
BONDED THRU TROY FARM INSURANCE, INC.

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I am familiar with and understand the duties of and hereby accept appointment as the registered agent of PRE-PAID SOLUTIONS, INC., pursuant to F.S. 607.0501(3), as the initial registered office of the Corporation at 444 North Harbor City Boulevard, Melbourne, Florida 32901.

DATED this 24th day of July, 1997.


THOMAS E. BIDDIX

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA