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**MONEY ORDER**

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Downtown, N.A. Grand Junction, Colorado  
82-401021

PAY EXACTLY  
NOT GOOD OVER \$1,000

DATE 8/8 1997

PAY TO THE  
ORDER OF the Secretary of State

R. Bolanos 8370 W. Flagler St #  
Miami FL 33144 240

PURCHASER'S ADDRESS  
Issued by Integrated Payment Systems Inc., Englewood, Colorado

PURCHASER, BY SIGNING YOU AGREE  
TO THE TERMS ON THE REVERSE SIDE

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SECRET OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION  
OF  
BURNS & REYNOLDS CORPORATION

FILED

97 AUG 13 PM 12:34

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I the undersigned, being of legal age and a natural person do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of this Corporation shall be *BURNS & REYNOLDS CORPORATION*, and the initial address of this corporation shall be 8370 W. Flagler # 240 Miami, Florida 33144.

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the State of Florida and under the laws of the United States of America.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
500	\$1.00	Common

The consideration for all of the said stock shall be payable in cash, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the Corporation.

ARTICLE IV

This Corporation shall commence its existence immediately upon filing of these article of incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial registered office of this corporation shall be at 8370 W. Flagler # 240, Miami, Florida with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Rodolfo Bolanos.

ARTICLE VI

This corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholder shall, by a majority vote thereafter, determine that the corporation be managed by the stockholders.

#### ARTICLE VII

The name and address of the director of the corporation who shall hold office for the first year or until his successor is duly executed and qualified shall be:

#### DIRECTOR

RODOLFO BOLANOS  
8370 W. FLAGLER #240  
Miami, Florida 33144

#### ARTICLE VIII

The name and address of the Incorporator is: Rodolfo Bolanos, 8370 W. Flagler # 240 Miami, Florida 33144.

#### ARTICLE IX

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are peculiarly or otherwise interested in. Or are director or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be peculiarly or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer or such other corporation or not so interested.

#### ARTICLE X

The private property of the stockholders shall not be subject to payment of the corporate debts in any event.

#### ARTICLE XI

This corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by law either now or hereafter

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator herein before named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto sign my name on this 28 th day of July 1997.

  
Rodolfo Bolanos  
Incorporator

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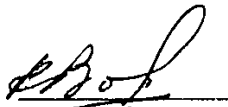
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT WHOM PROCESS MAY BE  
SERVED.

In compliance with the law of Florida, the following is submitted:

First, that the *BURNS & REYNOLDS CORPORATION*, desiring to organize under the laws of the State of Florida, has named Rodolfo Bolanos 8370 W. Flagler # 240, Miami, Florida County of Dade, State of Florida as its Statutory Registered Agent.

Having been named the Statutory Registered agent of the above corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida laws relative to keeping the registered office open, and I accept the obligation of Section 607.325 F.S.

  
Rodolfo Bolanos  
Registered Agent

Dated this 28 th day of July, 1997.

STATE OF FLORIDA

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SS:

COUNTY OF DADE

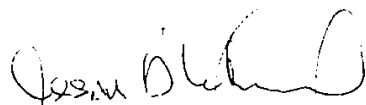
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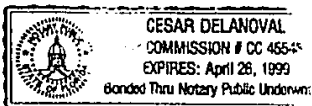
BEFORE ME, The undersigned authority, personally appeared Rodolfo Bolanos, know to be the person described, in and who executed the foregoing Articles of Incorporation, who, after being duly sworn under oath, acknowledge before me that they executed the same for the purpose therein expressed.

WITNESS my hand and official seal in the State and County aforesaid this 28 th day of July,

1997



NOTARY PUBLIC, STATE OF FLORIDA  
at large



My Commission expires: