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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
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NAME: INTERNATIONAL MERCHANT SERVICES INC.
AUDIT NUMBER.....H97000013526
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..1 PAGES..... 8
CERT. COPIES.....0 DEL.METHOD.. FAX
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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CERTIFICATE OF INCORPORATION

OF

INTERNATIONAL MERCHANT SERVICES INC.

We, the undersigned, in order to form a Corporation for profit for the purpose hereinafter stated, under and pursuant to the provisions of the Florida Statutes, do hereby subscribe to this certificate of Incorporation, and do adopt the following Articles of Incorporation:

ARTICLES OF INCORPORATION

ARTICLE I

The name of the Corporation shall be:

INTERNATIONAL MERCHANT SERVICES INC.

ARTICLE II

The general nature of the business and the objects and purposes to be transacted and carried on by this Corporation shall be:

- (a) This Corporation is organized with the purpose to engage in the SALES AND SERVICE business and all other lawful activities permitted under the laws of the State of Florida and the United States of America.
- b) To enter into, make and perform contracts of every kind, for any lawful purpose, without limit as to amount, with any person, firm association or corporation, town, city, country, state, territory or government.
- c) To purchase or otherwise acquire, and to hold, own, maintain or otherwise dispose of and deal in lands and leaseholds, and any franchises, rights in real property, and personal or mixed property, and any rights, licenses or privileges necessary, convenient or appropriate for any of the purposes herein expressed and to have any and all powers above set forth as fully as

Prepared by: Immigration Flagler Square
11321 W. Flagler St.
Miami, Fl 33174
(305) 221-3477

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natural person, whether as principals, agents trustees or otherwise.

d) To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations organized under the laws of the State of Florida or any other state or government, and while the owner of such stock to exercise all the rights, powers and privileges of ownership, including the rights to vote thereon.

e) To purchase, hold, sell and transfer the shares of its own capital stock; provide it shall not use its funds or property for the purchase of its own shares of capital stock except from the surplus of its assets over its liabilities including capital; and provided further that shares of its own capital stocks belonging to it shall not be voted upon directly or indirectly, nor counted as outstanding for the purpose of any stockholders quorum or votes.

f) To do all and everything necessary and proper for the accomplishment of the objectives enumerated in these Articles of Incorporation or any amendment to the Certificate of Incorporation as necessary or incidental to the protection and benefit of this Corporation and in general to carry on any lawful business necessary or incidental to the attainment of the objectives aforesaid Corporation whether or not such business is similar in nature to the objects set forth in these Articles of Incorporation and to do any all things herein before set forth the same extent as natural person might or could do.

ARTICLE III

The maximum number of shares of stock which this corporation shall have outstanding any time shall be Five hundred shares all of which shall be of

\$10.00 par value and each of which shares shall be issued fully paid and non-assessable, and shall be payable in lawful money of the United States of America, or in service or property at just valuation, to be fixed by the Directors of this Corporation at the organizational meeting, or any other meeting held for that purpose.

ARTICLE IV

The initial registered officer of the corporation is: CONSTANTINO USAGA,
_____, and the initial registered agent at such address
is: 1542 S.W. 137 Ct Miami, Florida 33184.

ARTICLE V

This Corporation is to have perpetual existence.

ARTICLE VI

The initial Post Office Address of the principal office of this corporation in the State of Florida is: 1542 S.W. 137 Ct Miami, Florida 33184.

ARTICLE VII

This Corporation shall have 2 directors, initially. The number of directors may be increased or diminished from time to time, by law adopted by the stockholders, but never be less than two.

ARTICLE VIII

The names and post office addresses of the first Board of Directors and officers of this Corporation, who shall hold office for the first year of its existence or until successors are elected and qualified, are as follow:

| | | |
|--------------------------|---------------------------------|---------------------------------------|
| <u>CONSTANTINO USAGA</u> | <u>President/Treasurer</u> | <u>1542 SW 137 Ct Miami, Fl 33184</u> |
| (full name) | (title) | (address) |
| <u>MARTHA USAGA</u> | <u>Vice-President/Secretary</u> | <u>1542 SW 137 Ct Miami, Fl 33184</u> |

ARTICLE IX

The names and post office addresses of the subscribers to this Certificate of Incorporation and the number of shares each agrees to take and the value of the consideration paid thereof, the total aggregate amount of which is not less than the amount of capital with which the corporation will begin business, is as follows:

| | | | |
|---|---------------------------------------|--|--------------------|
| <u>CONSTANTINO USAGA</u> (full name) | <u>President/Treasurer</u> (title) | <u>1542 SW 137 Ct Miami, Fl 33184</u> (address) | <u>250</u> shares. |
| MARTHA USAGA | Vice-President/Secretary | 1542 SW 137 Ct Miami, Fl 33184 | <u>250</u> shares. |

ARTICLE X

The management and control of the business of the Corporation shall be conducted under the directions of the Board of Directors by the officers who shall be elected by the Board of Directors, to-wit: a President, one or more Vice-President, a Treasurer, and a Secretary; one or more of said officers may hold one or more offices except that the President may not also be the Secretary or Assistant Secretary. No person holding two offices shall act in or execute any instrument in the capacity of more than one office.

ARTICLE XI

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon.

ARTICLE XII

In furtherance, and not in limitation of the powers conferred by Statutes

the Board of Directors is expressly authorized:

a) To adopt and amend the by-laws of this Corporation, provided the amendments thereto are not inconsistent with the by-laws adopted by the stockholders.

b) To authorize and cause to be executed mortgages and liens upon the real and personal property of this Corporation.

c) To set apart out of any funds of the corporation available for dividends a reserve or reserves in the manner in which it was created.

d) When and as authorized by the affirmative vote of stockholders of record holding stock in the Corporation entitling them to exercise at least a majority of the voting power given at stockholders' meeting duly called for that purpose, or when authorized by the written consent of stockholders of record holding stock in the corporation entitling them to exercise at least a majority of the voting power, to sell, lease, or exchange all of this property and assets, including its good will and its corporate franchises, or any property of assets essential to the business of the corporation, upon the terms and conditions as its Board of Directors deem expedient and for the best interest of the Corporation. IN WITNESS WHEREOF, the incorporators have hereunto set their respective hands and seals this 15th day of August, 1997.

X  (SEAL)

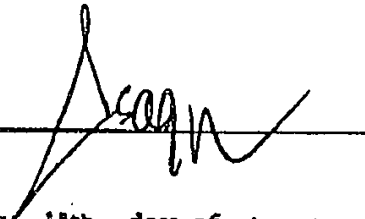
X  (SEAL)

X _____ (SEAL)


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STATE OF FLORIDA)
COUNTY OF DADE) SS

I HEREBY CERTIFY that on this day before me, Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared: CONSTANTINO USAGA to me known to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation and acknowledged before that they subscribed to those Articles of Incorporation.

X 

Sworn to and subscribed before me on this 13th day of August, 19 97.


NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My Commission Expires:



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STATE OF FLORIDA)
COUNTY OF DADE) SS

Before me, the undersigned authority, personally appeared CONSTANTINO USAGA,
to me known to be the person described as the Resident Agent and Initial
Registered Agent, as set forth in these Articles of Incorporation.

X 

Sworn to and subscribed before me on this 15th day of August,
1997.


NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My Commission Expires:



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STATE OF FLORIDA
DIVISION OF CORPORATIONS
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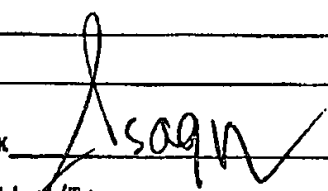
CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

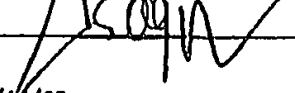
1. The name of the corporation is: _____
INTERNATIONAL MERCHANT SERVICES INC.

2. The name and address of the registered agent and office is:

CONSTANTINO USAGA
1542 S.W. 137 CT
MIAMI, FLORIDA 33184

SIGNATURE X 
TITLE: President/Treasure
DATE : 08/15/97

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE X 
DATE: 08/15/97

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