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FLORIDA DIVISION OF CORPORATIONS
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FAX #: (850) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305) 541-3694

FAX #: (305) 541-3770

NAME: PROCESSING PROS, INC.

AUDIT NUMBER.....H97000015006

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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B. REGISTER SEP 11 1997.

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ARTICLES OF INCORPORATION

PROCESSING PROS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is: **PROCESSING PROS, INC.** The mailing address of the corporation is: 400 Leslie Drive, Suite 219, Hallandale, Florida 33009.

ARTICLE II

The duration of the corporation shall be perpetual. The date and time of the commencement of the corporate existence of the corporation shall be upon filing these Articles of Incorporation with the Secretary of State of Florida.

ARTICLE III

The nature of the business and the objects and purposes to be transacted, promoted or carried on by the corporation are to engage in any lawful act, activity or business for which corporations may be organized under the laws of the United States of America and of the State of Florida. Additionally, this corporation shall have all of the powers vested in a corporation organized under and existing by virtue of the laws of the State of Florida.

ARTICLE IV

The aggregate number of shares which the corporation is authorized to issue and have outstanding at any time is 100 common shares. Such 100 common shares shall consist of one class only having a par value of \$1.00 per share.

Prepared By: Ilene Temchin
FBN. 275816
1450 Madruga Ave, Suite 302
Coral Gables, FL 33146
(305) 669-9535

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ARTICLE V

The street address of the initial registered office of the corporation is 1450 Madruga Avenue, Suite 302, Coral Gables, FL 33146. The name of the corporation's initial registered agent at said address is ILENE TEMCHIN.

ARTICLE VI

The number of directors constituting the initial Board of Directors shall be two (2). The name and street address of the initial members of the Board of Directors are:

PAULA PIERONI
400 Leslie Drive
Suite 219
Hallandale, FL 33009

TERESA BRANCUCCI
1433 Tyler Street
Hollywood, Florida 33020

The number of directors may be increased or diminished from time to time by Bylaws adopted by either the Shareholders or the Directors, but shall never be less than such number as required by the laws of the State of Florida.

ARTICLE VII

The name and street address of the incorporator is:

ILENE TEMCHIN, ESQ.
1450 Madruga Avenue, Suite 302
Coral Gables, FL 33146

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ARTICLE VIII

No contract or other transaction between this corporation and one or more of its directors, officers and/or shareholders or any other corporation, firm, association or entity in which one or more of its directors, officers and/or shareholders are directors, officers, shareholders or are financially interested shall be either void or voidable because of such relationship or interest, because such director or directors are present at the meeting of the board of directors or a committee thereof which authorizes, approves or ratifies such contract or transaction, or because his or their votes are counted for such purpose, if:

(a) The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or

(b) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or

(c) The contract or transaction is fair and reasonable as the corporation at the time it is authorized by the Board, a committee thereof or the shareholders.


ARTICLE IX

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

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IN WITNESS WHEREOF the undersigned has caused these Articles of Incorporation to be executed at Coral Gables, Florida this 10th day of September, 1997.


ILENE TEMCHIN, Incorporator and
Registered Agent

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

The foregoing Articles of Incorporation were sworn to, subscribed and acknowledged before me this 10th day of September, 1997, ILENE TEMCHIN, Incorporator and Registered Agent, personally known to me.


Notary Public, State of Florida

My Commission Expires:



MILYUNE VIZIO
My Commission CC362280
Expires Jun. 13, 1998
Bonded by H&A
800-422-1885

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ACCEPTANCE OF REGISTERED AGENT

Having been designated registered agent for PROCESSING PROS, INC., a corporation to be organized under the laws of the State of Florida, the undersigned hereby accepts such appointment and the obligations of that position and represents that the undersigned is familiar with the obligations of that position.

IN WITNESS WHEREOF, the undersigned has executed this Acceptance this 10th day of September, 1997.


ILENE TEMCHIN, Registered Agent

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