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WANDA D. CASEY, CLA  
PARALEGAL SERVICES  
GOCASEY@GTE.NET

6820 Benjamin Road, Suite 8  
Tampa, Florida 33634  
Phone No.: (813) 888-6223  
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PLEASE REPLY TO:

post Office Box 310661  
Tampa, Florida 33680-0661

123 SE Third Avenue, Suite 243  
Miami, Florida 33133  
Phone No.: (305) 374-1700  
Fax No.: (305) 374-6866  
Toll Free: 1-888-8 CASEY 8

September 15, 1997

Division of Corporations  
Ms. Beth Register  
409 East Gaines Street  
Tallahassee, Florida 32399

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-09/18/97--01083--014  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

RE: Filing of Articles of:  
SOUTHEAST MERCHANT SERVICE, INC.

Hi Beth:

Please file the Articles of Incorporation on the above referenced entity.

Enclosed is the original and a copy of the Articles, a return Federal Express Airbill Receipt as well as Casey's draft to cover the cost associated filing and a certificate.

As the preparer, please forward all inquiries as well as the final document to my attention. I will in turn forward it onto my clients.

Thank you for your kind attention to this matter.

Sincerely,



WANDA D. CASEY  
Certified Legal Assistant

WDC/pac  
Enclosures

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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9-16-97  
WS

ARTICLES OF INCORPORATION  
OF  
SOUTHEAST MERCHANTS SERVICES, INC.

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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ARTICLE ONE - NAME

The name of this corporation is: SOUTHEAST MERCHANTS SERVICES, INC.

ARTICLE TWO - DURATION

This Subchapter "S" for profit corporation shall have perpetual existence.

ARTICLE THREE - PURPOSE

The purpose for which this is organized shall be to engage in any lawful act or activity for which corporations may be organized under Florida Business Corporation Act to be transacted, promoted or carried on are:

To provided merchants with credit card processing services and to purchase, receive by way of gift, subscribe for, invest in, and all other ways acquire, invest lease, possess, maintain, handle on consignment, own, hold for investment or otherwise use, enjoy, operate, exercise, manage, conduct, perform, make, borrow, guarantee, contract in respect of, trade and deal in, sell, exchange, let, lend, export, mortgage, pledge, deed in trust, hypothecate, encumber, transfer, assign, and in all other ways dispose of, design, develop, invent, improve, equip, repair, alter, fabricate, assemble, build, construct, operate, manufacture, produce, market, and in all other ways (whether like or unlike the foregoing), deal in and with property of every kind and character, real, personal or mixed, tangible and intangible, wherever situated and however held, including but not limited to, money, credits, chooses in action, securities, stocks, bonds, warrants, scripts, certificates, debentures, mortgages, notes, commercial paper and other obligations and evidences of interest in or indebtedness of any person, firm or corporation, foreign or domestic, or of any government or subdivision or agency thereof, documents of title, and accompanying rights, and every other kind and character of personal property (improved and unimproved), and the products and avails thereof, and every character of interest therein and appurtenance thereto, including, but not limited to, mineral, oil, gas, and water rights, all or any part of any going business and its incidents, franchises, subsidiaries, charters, concessions, grants, rights, powers or privileges, granted or conferred by any

government or subdivision or agency thereof, any interest in or part of any of the foregoing, and to exercise in respect thereof all of the rights, powers, privileges, and immunities of individual owners or holders thereof:

To hire and employ agents, servants and employees, and to enter into agreements of employment and collective bargaining agreements, and to act as agent, contractor, trustee, factor or otherwise, either alone or in company with others:

To promote or aid in any manner, financially or otherwise, any person, firm, association or proporation, and to guarantee contracts and other obligations;

To let concessions to other to do any of the things that this corporation is empowered to do, and to enter into, make, perform and carry out, contracts and arrangements of every kind and character with any Government or authority of subdivision or agency thereof:

In general, to engage in any other activity or to carry on any other business in connection with the foregoing within the purposes for which corporations may be organized under the State of Florida General Corporation Act, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, shall be liberally construed in aid of the power of the corporation, and the powers and purposes stated in each clause shall, except where otherwise stated, be in no wise limited or restricted by any term or provision or any other clause, and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed distributively as each object, expresses, and the enumeration as to specific powers, but are in furtherance of, and in addition to and not in limitation of said general powers.

#### ARTICLE FOUR - REGISTERED OFFICE AND REGISTERED AGENT

The address of the corporation's Principal office is: at 6820 Benjamin Road, Suite 8, Tampa, Florida 33634, Tampa, Florida, and the name of the corporation's registered agent at such address is Wanda D. Casey.

#### ARTICLE FIVE - OFFICERS

| <u>Position</u> | <u>Name</u>      | <u>Address</u>                              |
|-----------------|------------------|---|
| PRESIDENT       | JULIE LYNN CLARK | 6902 Mexicala Court<br>Tampa, Florida 33634 |
| V-PRESIDENT     | ELDRIN THOMPSON  | 1915 Spruce Street<br>Tampa, Florida 33607  |
| SECRETARY       | ELDRIN THOMPSON  | 1915 Spruce Street<br>Tampa, Florida 33607  |
| TREASURER       | JULIE LYNN CLARK | 6902 Mexicala Court<br>Tampa, Florida 33634 |

#### ARTICLE SIX - PRE-EMPTIVE RIGHTS

When the Officers so determine, the increased stock provided for by these Articles of Incorporation, and any further increase of the same, or any portion thereof, shall first be offered, at a price determined by the officers, pro rata to the stockholders of record who may desire to subscribe for such stock.

#### ARTICLE SEVEN - FISCAL YEAR

The fiscal year of this corporation shall commence on January first and end on December 31st.

#### ARTICLE EIGHT - AMENDMENT

The corporation reserves the right to amend, add to, or repeal any provision contained in these Articles of Incorporation, in the manner consistent with law and in conformity with the provisions set forth in the bylaws.

#### ARTICLE NINE - "S" CHAPTER CORPORATION

The corporation is authorized to issue one class of stock, and all issued stock shall be held of record by not more than thirty-five (35) persons. Stock shall be issued and transferable only to natural persons who are not non-resident aliens. The total number of authorized shares shall be 100 common stock.

ARTICLE TEN - TRANSFER OF STOCK

Shares in the corporation may be transferred to the corporation, to other stockholders of record in the corporation, or to third persons, but any sale or other transfer to a third person must be approved in advance by the officers.

ARTICLE ELEVEN - NON-ASSESSIBILITY OF STOCK

The holders of stock of this corporation shall not be held individually responsible as such for any debts, contracts, liabilities, or engagement of the corporation, and shall not be liable for assessments to restore impairments in the capital of the corporation; nor shall stock of this corporation be liable to assessment for any purpose.

ARTICLE TWELVE - INCORPORATOR(S)

The name and address of the incorporator is:

WANDA D. CASEY 6820 Benjamin Road, Suite 8, Tampa, Florida 33634  
(813) 888-6223 phone number (813) 885-7474 Fax Number

JULIE LYNN CLARK 6902 Mexicala Court, Tampa, Florida 33634

WE HAVE EXECUTED THESE Articles of Incorporation in duplicate on  
September 15, 1997

  
WANDA DELITE CASEY

  
JULIE LYNN CLARK

CERTIFICATE

That SOUTHEAST MERCHANTS SERVICES, INC., desiring to organize under the laws of the State of Florida, with its principal office at: 6902 Mexicala Court, Tampa, Florida 33634, Tampa, Florida, City of Tampa, County of Hillsborough, State of Florida, has named Wanda D. Casey located at: 6820 Benjamin Road, Suite 8, Tampa, Florida 33634, as its registered agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named Corporation at the place designated in this Certificate the undersigned agrees to act in this capacity and agrees to comply with the provisions of Florida law relative to keeping designated office open.

  
WANDA DELITE CASEY

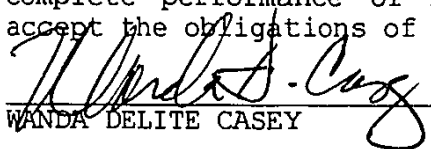
**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

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: SOUTHEAST MERCHANTS SERVICES., INC.,
2. The name and address of the registered agent and office is:

WANDA D. CASEY 6820 Benjamin Road, Suite 8, Tampa, Florida  
33634. (813) 888-6223 Phone No. (813) 885-7474 Fax No.

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 obligations of my position as registered agent.

  
WANDA DELITE CASEY

  
(Date)

casey's\suncoast.art

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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