

P9700008866

Law Office
Dixon and Dixon, P.A.
2115 Palm Bay Road, Suite 6
Palm Bay, Florida 32905

William H. Dixon
Scott C. Dixon

(407) 727-0222
Fax (407) 723-7683

October 9, 1997

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32301

RE: CARD* eCOMM, INC.

500002319765--5
-10/14/97-01032-006
****122.50 ****122.50

Dear Sir:

Enclosed please find the original and a copy of the Articles of Incorporation of the above referenced for profit corporation, along with a check in the amount of \$122.50 to cover the costs of filing and one certified copy of said Articles. Please return the certified copy of Articles of Incorporation to the above address once they have been filed.

Should you have any questions concerning this matter, please do not hesitate to contact me.

Sincerely,

Scott C. Dixon, Esq.

/scd

Enclosures

FILED
97 OCT 14 AM 11:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

Card* eComm, INC.

FILED
97 OCT 14 AM 11:36
SECRET
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this Corporation is Card* eComm, INC. The Principal office of the Corporation is located at: 2115 Palm Bay Road, Ste. #1E, Palm Bay, Florida, 32905.

The mailing address of the corporation is:

2115 Palm Bay Road., Ste #1E, Palm Bay, Florida, 32905.

ARTICLE II. PERMITTED BUSINESSES & ACTIVITIES

The general nature of the business to be transacted by this Corporation is to engage in every aspect and phase of conducting and providing for the transaction of any or all lawful business including but not limited to the following: To provide systems and consulting in the area of Electronic Commerce including Smartcards.

This Corporation may engage in every phase of any and all activities or businesses permitted by the laws of the United States and the State of Florida or any other State, territory, district or possession of the United States and all such activities or businesses as may be permitted in any foreign country. Without limiting the generality of the foregoing, the corporation shall have power to:

- A. Conduct business, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, and buy, hold, mortgage, sell, convey or otherwise dispose of franchises in this State and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia and in foreign countries.
- B. Purchase the corporate assets of any other corporation and engage in the same character of business.

- C. Acquire, enjoy, utilize and dispose of patents, copyrights, and trademarks and any licenses or other rights or interests thereunder or therein.
- D. Take, hold, sell and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to it.
- E. Guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of this State or any other State or government and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.
- F. Purchase, hold, sell and transfer shares of its own capital stock from the surplus of its assets over its liabilities, including capital. Shares of its own capital stock, owned by this Corporation, shall not be voted directly or indirectly or counted as outstanding for the purpose of any shareholders' quorum or vote.
- G. Contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property or other instruments, to secure the payment of corporate indebtedness as required.
- H. Make gifts for educational, scientific or charitable purposes.
- I. Indemnify any person made a part, or threatened to be made a party, to any threatened, pending or completed action, suit or proceeding against liability for their good faith acts and omissions to the extent provided by law.
- J. Purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the corporation would have the provisions of subsection K hereof.
- K. Enter into general partnership, limited partnerships (whether the corporation be a limited or general partner), joint ventures, syndicates, pools, associations and other arrangements for carrying on one or more of the purposes set forth in this Certificate of Incorporation, jointly or in common with others, so long as the participating corporation, person or association would have power to do so alone.

The foregoing clauses are both purposes and powers, and the foregoing enumeration of specific powers does not limit or restrict in any manner the powers of the Corporation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock, having a par value of \$1.00 per share. The consideration to be paid for each share shall be as fixed by the Board of Directors and may take the form of services rendered, cash, property or any other form with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

A holder of any stock of this corporation shall be entitled as of right to purchase or subscribe for (i) any of the corporation's authorized but unissued stock of any class, (ii) any of the corporation's treasury stock, (iii) any additional stock of any existing or newly created class resulting from an increase in the corporation's authorized capital stock or (iv) any bonds, certificates of indebtedness, debentures or other securities issued by the corporation which are convertible into any class of stock of this corporation, prior to purchase by any new purchaser, if such stock or securities are issued for cash, pro rata, based on such stockholder's percentage of ownership of stock in the corporation.

ARTICLE IV. TERM OF EXISTENCE

The corporation is to exist perpetually, beginning on the date of filing these Articles of Incorporation with the Secretary of State for the State of Florida.

ARTICLE V. INITIAL REGISTERED OFFICE

The street address of the initial registered office of the corporation in the State of Florida is:

2115 Palm Bay Road, Ste #1E, Palm Bay, Florida, 32905.

ARTICLE VI. SPECIAL PROVISION

It is the intent of the incorporator that the corporation may wish to qualify as a Subchapter S Corporation under the Internal Revenue Code. If so elected, such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE VII. DIRECTORS

This corporation shall have no less than one (1) director and no more than five (5) directors. The number of directors may be increased or diminished from time to time, as provided in the by-laws.

ARTICLE VIII. DIRECTORS' POWERS

The Board of Directors shall have the power to fix or change salaries of the directors as directors and as officers, to permit contracts or other transactions between the corporation and one or more of its directors individually or in which one or more of its directors are interested, and to exercise such other powers of the corporation as are not inconsistent with these Articles or with any by-laws that may be adopted by the Shareholders.

Without limiting the generality of the foregoing, no contract or other transaction between this corporation and one or more of its directors, or between this corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between this corporation and any corporation association or other enterprise of which one or more of its directors are stockholders, members, directors, officers or employees or in which they are interested, shall be deemed to be invalid because of the presence of such director or directors at the meeting of the Board of Directors of this corporation, which acts upon, or in reference to, such contract or transaction, or because of his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve and ratify such contract or transaction by a vote of a majority of the directors (such interested director or directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority necessary to carry such vote.) This Paragraph shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common or statutory law applicable thereto.

ARTICLE IX. ORIGINAL DIRECTORS

The name and street address of each member of the first Board of Directors are:

PRES.	Frederick O. Hawkes	3331 Burkeland Place Melbourne, Fl 32934
V.P.	Brenda Lee Hawkes	3331 Burkeland Place Melbourne, Fl 32934
Sec/Tres.	Frederick O. Hawkes	3331 Burkeland Place Melbourne, Fl 32934

Members of the first Board of Directors shall serve until their successors are elected or appointed and have qualified.

ARTICLE X. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

SCOTT C. DIXON, ESQ.
2115 PALM BAY ROAD, STE #1E
PALM BAY, FL 32905

The incorporator of these Articles of Incorporation hereby assigns to this corporation any and all of his rights under Section 607.161, Florida Statutes, to constitute a corporation.

ARTICLE XI. AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law; and all rights conferred on shareholders herein are granted and subject to this reservation. These Articles may be amended prior to the issuance of the stock of this

corporation by the unanimous approval or consent of the Board of Directors. Thereafter, every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon or in such other manner as may be provided by law.

ARTICLE XII. ACTION OF SHAREHOLDERS WITHOUT MEETING

No action of the shareholders may be taken without a meeting unless a consent in writing, setting forth the action so taken, shall be signed by all of the shareholders of the corporation and filed with the secretary of the corporation as part of the corporate records. It is not necessary that all shareholders sign the same document.

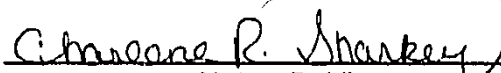

SCOTT C. DIXON

STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared, SCOTT C. DIXON, to me known to be the person described as the incorporator in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

SWORN TO and subscribed before me on this 9th day of October, 1997.

My Commission Expires:


Notary Public



Charlene R. Sharkey
MY COMMISSION # CC618538 EXPIRES
December 17, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

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

In pursuant of Chapter 607.00, Florida Statutes, the following is submitted, in compliance with said Act:

Card* eComm, INC. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at the City of Palm Bay, County of Brevard, State of Florida and has named SCOTT C. DIXON, 2115 PALM BAY ROAD, STE #1E, PALM BAY, FL 32905, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said act relative to keeping open said office.



SCOTT C. DIXON

FILED
OCT 14 AM 11:36
TALLAHASSEE, FLORIDA
97