



P970000 93725

ACCOUNT NO. : 072100000032

REFERENCE : 585279 81325A

AUTHORIZATION

Patricia Pizzuto
COST LIMIT : \$ 122.50

ORDER DATE : October 31, 1997

ORDER TIME : 10:45 AM

ORDER NO. : 585279-005

CUSTOMER NO: 81325A

CUSTOMER: Mr. Gregory S. Band
LEVIN AND TANNENBAUM, P.A.

Suite 102
1680 Fruitville Road
Sarasota, FL 34236

FILED
97 OCT 31 PM 1:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: PEOPLEPAY, INC.

600002334896--8

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

RECEIVED
97 OCT 31 AM 11:26
DIVISION OF CORPORATION

SN OCT 31 1997

ARTICLES OF INCORPORATION
OF
PeoplePay, Inc.

FILED
97 OCT 31 PM 1:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a Corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this Corporation is: **PeoplePay, Inc.**

ARTICLE II - TERM OF EXISTENCE

The Corporation is to exist perpetually.

ARTICLE III - PURPOSES

The purposes of this Corporation are to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The shares of Stock of this Corporation shall consist of only one class. The number of shares of Stock that this Corporation is authorized to have outstanding at any one time is Ten Million (10,000,000) shares of Common Stock having a par value of \$.0001 per share.

ARTICLE V - PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be:

259 Cedar Park Circle
Sarasota, Florida 34231

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The street address of the registered office of this Corporation is 259 Cedar Park Circle, Sarasota, Florida 34231, and the registered agent at such office is Gerald Blackie.

ARTICLE VII - DIRECTORS

This Corporation shall have three (3) directors initially. The number of Directors may be modified from time to time by by-laws adopted by the Shareholders. The names and street addresses of the members of the first Board of Directors are:

Gerald Blackie
259 Cedar Park Circle
Sarasota, Florida 34231

Stephen G. Perry
808 Broadway
Penthouse E
New York, NY 10003

Erik H. Rind
2275 Research Blvd.
Suite 220
Rockville, Maryland 20850

ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended in certain instances by the Board of Directors as provided by statute and in certain instances by resolutions adopted 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.

ARTICLE IX - INCORPORATORS

The name and street address of the Incorporator to these Articles of Incorporation is as follows:

Gerald Blackie
259 Cedar Park Circle
Sarasota, Florida 34231

The undersigned executed these Articles of Incorporation this 29th day of October, 1997.



Gerald Blackie
"INCORPORATOR"

Having been named Registered Agent to accept service of process for PEOPLE PAY, INC. at the registered office designated in the Articles, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.



Gerald Blackie

October 29, 1997

FILED
97 OCT 31 PM 1:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA