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LAW OFFICES
JAMES D. LAMPATHAKIS, P.A.

1299 MAIN STREET
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JAMES D. LAMPATHAKIS



(813) 736-2000

November 4, 1997

000002339960-3
-11/06/97-01044-003
*****70.00 *****70.00

Florida Department of State
Corporation Division Charter Section
409 E. Gaines St.
Tallahassee, Florida 32399

RE: ATM Merchant Services, Inc.
Articles of Incorporation

Gentlemen:

Enclosed herewith are the proposed Articles of Incorporation relative to the above, together with a check in the amount of \$70.00 for the following fees:

Filing Fee	\$35.00
Registered Agent Fee	<u>\$35.00</u>
TOTAL	\$70.00

Please file the articles, and return the stamped copy to me at your earliest convenience.

Thank you for your cooperation in this matter and if you should have any questions, please do not hesitate to contact me.

Sincerely,


James D. Lampathakis, Esq.

JDL/mom

Enclosure

FILED
97 NOV -6 AM 8:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TM-11/7/97

ARTICLES OF INCORPORATION
OF

ATM MERCHANT SERVICES, INC.

ARTICLE I - NAME AND ADDRESS

The name and mailing address of the principal office of this

Corporation is: ATM MERCHANT SERVICES, INC.
2451 McMullen Booth Road, #203
Clearwater, FL 33759

ARTICLE II. - COMMENCEMENT

This corporation shall commence existing on the date of the filing with the Office of the Secretary of State of Florida.

ARTICLE III. - PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV. - CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of One and No/100 Dollars (\$1.00) par value common stock, which shall be designated "Common Stock".

ARTICLE V. - INITIAL REGISTERED OFFICE, AGENT AND ACCEPTANCE

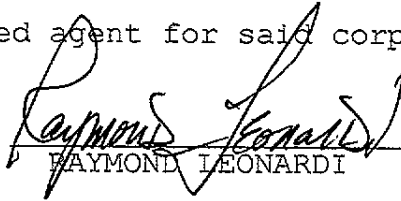
The street address of the initial registered office of this Corporation is 2451 McMullen Booth Road #203, Clearwater, Florida 33759 and the name of the initial registered agent of this Corporation is Raymond Leonardi.

ACCEPTANCE

I hereby am familiar with and accept the duties and

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TALLAHASSEE, FLORIDA

responsibilities as registered agent for said corporation.


RAYMOND LEONARDI

ARTICLE VI. - INITIAL BOARD OF DIRECTORS

This corporation shall have two Director's initial name's and address'es of said director's are:

NAME

ADDRESS

Raymond Leonardi

2451 McMullen Booth Road, #203
Clearwater, FL 33759

John Bradshaw

2451 McMullen Booth Road, #203
Clearwater, FL 33759

ARTICLE VII. - INCORPORATOR

The name and address of the person signing these Articles is:

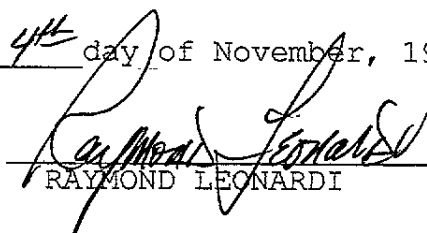
NAME

ADDRESS

Raymond Leonardi

2451 McMullen Booth Road, #203
Clearwater, FL 33759

IN WITNESS WHEREOF, the undersigned subscriber has executed the Articles of Incorporation this 4th day of November, 1997.


RAYMOND LEONARDI

STATE OF FLORIDA
COUNTY OF PINELLAS

Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Raymond Leonardi, known to me and by me to be the person who executed the foregoing Articles of Incorporation, and who has produced DRIVER License as identification, # 640508, expiring on 4/27/01.

IT WITNESS WHEREOF, I hereunto set my hand and affixed my official seal in the State and County last aforesaid this

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TALLAHASSEE, FLORIDA

4th day of November, 1997.

(SEAL)

My commission expires:



Sharon G. Barnett
MY COMMISSION # CC586588 EXPIRES
September 18, 2000
BONDED THRU TROY FAIR INSURANCE, INC

Sharon G. Barnett
NOTARY PUBLIC, State of Florida

Sharon G. Barnett
Printed name

Serial /Commission#