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LAZARUS CORPORATE FILING SERVICE, INC.

(Requestor's Name)

3320 S.W. 87th AVENUE

(Address)

MIAMI, FLORIDA (305)552-5973

(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

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OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. POS SOLUTIONS, INC.

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)



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Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
98 JAN 29 AM 3:32
RECEIVED
98 JAN 28 AM 11:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATION

K. Rolfe JAN 28 1998

ARTICLES OF INCORPORATION
OF
POS SOLUTIONS, INC.

FILED
98 JAN 29 AM 3:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
Name of Corporation

The name of the corporation is POS Solutions, Inc..

ARTICLE II
Corporate Existence

This corporation is organized pursuant to Chapter 607 of the Florida Statutes, and shall have a perpetual existence.

ARTICLE III
Purpose of Business

The purpose of this corporation is to engage in the transaction of any and all business permitted under the laws of the United States and this State.

ARTICLE IV
Principal Place of Business

The principal place of business of this corporation shall be:

7593 N.W. 8th Street
Unit 2
Miami, Florida 33126

ARTICLE V
Registered Office

The initial street address of the registered office of the corporation is:

Manuel Mesa
9600 N.W. 25th Street
Suite 3f
Miami, Florida 33172

The Board of Directors may from time to time move the registered office to any other Address in Florida.

ARTICLE VI
Registered Agent

The initial registered agent of the corporation for purposes of accepting service of Process pursuant to Chapters 607 and Section 48.091, Florida Statutes, and located at Initial registered office, shall be:

Manuel Mesa
9600 N.W. 25th Street
Suite 3f
Miami, Florida 33172

ARTICLE VII
Directors

The business of this Corporation shall be conducted by a Board of Directors which Shall consist of not less than one (1), and not more than nine (9) directors, as shall Constitute a quorum for the transaction of all business.

The names and addresses of the initial directors are:

*Carlo E. Serrano
1234 Lisbon Street
Coral Gables, Florida 33134*

ARTICLE VIII
Capital Stock

The maximum number of shares of stock that this corporation is authorized to have Outstanding at any one time is 5,000 shares of common stock at \$1.00 par value. Each Stockholder shall be entitled to one (1) vote for each share owned.

ARTICLE IX
Incorporator

The name and address of the incorporator is as follow:

*Carlo E. Serrano
1234 Lisbon Street
Coral Gables, Florida 33134*

ARTICLE X
By-Laws

The By-Laws of this Corporation may be created, amended, or changed by either the Shareholders or the Board of Directors, at any regular or duty scheduled special meeting.

ARTICLE XI
Officers

This Corporation shall have, in addition to a President, Vice President, Secretary and/or Treasurer, such other additional officers as may be created from time to time by and under the authorization of its By-Laws. All officers and agents shall be chosen in such manner, hold their offices for such terms, and have such powers and duties as may be described by the By-Laws or determined by the Board of Directors. Any person may may hold two or more offices simultaneously.

ARTICLE XII
Director's Liability and Rights

No contract, act or transaction of this corporation with any persons, firms or other Corporation in the absence of fraud or wrong-doing, shall be affected or invalidated by the fact that any director of this corporation is a party to or interested in such contract, act, or transaction, or in any way connected with such person, persons, firm, or corporation, and each and every person, who may become a director of this corporation is hereby relieved from liability that might otherwise exist from thus contraction with this corporation for the benefit of himself or of any other firm, association, or corporation in which he may otherwise be interested. Any director of this corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary of controlled company.

ARTICLE XIII
Amendment

These Articles of Incorporation may be amended, changed, altered or repealed only

By the stockholders.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 22 day of Jan, 1998.

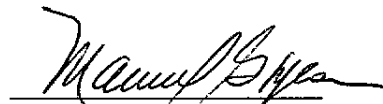

Carlo E. Serrano

STATE OF FLORIDA)

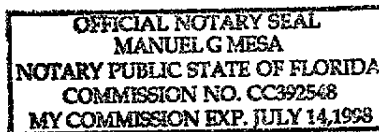
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, this day personally appeared CARLO SERRANO, who provided identification in the form of PERSONAL KNOWN, indication that he is the person described in and who executed the foregoing instrument, and acknowledged before me that he executed same for the use and purpose therein expressed.

WITNESS my hand and official seal at Miami, Miami-Dade County, Florida, this 22 day of JAN, 1998.


Notary Public
State of Florida at Large

My commission expires:



POS SOLUTIONS, INC.
ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Pursuant to the provisions of the Florida General Corporation Act, the
Undersigned does hereby accept appointment as registered agent on which process may
Be served within the State of Florida for the proposed domestic corporation named in the
Foregoing Articles of Incorporation.


Registered Agent

STATE OF FLORIDA)

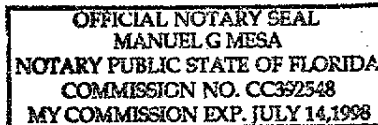
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, this day personally
appeared MANUEL A. MESA Known to me to be the person described in and who executed
the foregoing instrument, and acknowledged before me that he executed same for the uses
and purposes therein expressed.

WITNESS my hand and official seal at Miami, Miami-Dade County, Florida this
22 day of JAN., 1998.


Notary Public
State of Florida at Large

My commission expires:



FILED
98 JAN 29 AM 3:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA