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FLORIDA DIVISION OF CORPORATIONS 1:07 PM PUBLIC ACCESS SYSTEM ELECTRONIC FILING COVER SHEET

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DIVISION OF CORPORATIONS TO:

FROM: FILINGS, INC. CONTACT: TERESA ROMAN PHONE: (904)385-6735

(904)561-1025

ACCT#:

FAX #: (850)922-4001

072720000101

FAX #:

NAME: DIRECT BANK CARD PROCESSING, INC. AUDIT NUMBER..... H98000005169 DOC TYPE.......FLORIDA PROFIT CORPORATION OR P.A. CERT. OF STATUS.. 0 PAGES..... 3 CERT. COPIES.....1

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\*\* ENTER 'M' FOR MENU. \*\*



OFFICE OF COMPTROLLER
DEPARTMENT OF BANKING AND FINANCE
STATE OF FLORIDA
TALLAHASSEE
32399-0350

March 5, 1998

Andrew Merio, Esquire Law Offices of Steven Serie, P.A. Boca Corporate Center, Suite 325 2101 Corporate Bivd. NW Boca Raton, Florida 33431

Dear Mr. Merio:

Re: "Direct Bank Card Processing, Inc."

Thank you for your recent letter/fax requesting approval for use of the abovereferenced name. It is the opinion of this Department that your name is definitive enough to differentiate the business being conducted from that of a commercial bank or trust company. Therefore, the Department does not object to your use of the above-referenced name being registered as a Florida corporation in the State of Florida.

Sincerely

Wm. Douglas Johnson
Assistant Director
Division of Banking
101 East Gaines Street
The Fletcher Building - Sixth Floor
Tallahassee, FL 32399-0350
(850) 458-1111

:kr

cc: Karon Beyer, Chief
Bureau of Corporate Records
Division of Corporations
Secretary of State's Office

H98000005164



## ARTICLES OF INCORPORATION OF DIRECT BANK CARD PROCESSING, INC.

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

## ARTICLE I - NAME

The name of this corporation is

DIRECT BANK CARD PROCESSING, INC.

## ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be

7730 Court Lake Worth, FI 33467

## ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

## ARTICLE IV - CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any one time is 200 shares of Common Stock, for a nominal or par value of \$1.00 per share.

## ARTICLE V - PREEMPTIVE RIGHTS

Every stockholder, upon sale for cash of any new stock in this corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his pro rate share thereof (as nearly as may be done without issuance of fractional shares) at a price at which it is offered to others.

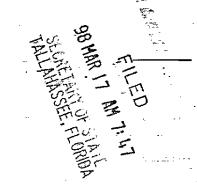
## ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered office and agent of this corporation is:

Andrew Merlo, Esquire, 2101 Corporate Blvd., NW, Suite 325, Boca Raton, FL 33431 Telephone: 561-989-0202, Florida Bar No. 0043801

178000005 164

ANDREW MERLO 2101 Corporate Blvd. Suite 325 Boca Raton, FL 33431



## ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The names and addresses of the director(s) of this corporation are:

Thomas J. Cathcart 7730 Court Lake Worth, FL 33467

## ARTICLE VIII - INCORPORATOR

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

ANDREW MERLO 2101 Corporate Blvd. Suite 325 Boca Raton, FL 33431

### ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officers or directors or any former officers or directors to the full extent permitted by law.

## ARTICLE X - I.R.C. STOCK PROVISION

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations thereunder. Such actions as are necessary will be taken by the appropriate officers of the Corporation to accomplish this compliance.

### ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to the same reservation.

IN WITNESS	WHEREOF,	the undersigned i	ncorporator has	executed these	Articles
of Incorporation,	this	day of Marc	h, 1998.		

ANDREW MERLO

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

In pursuance to Chapter 607, Florida Statutes, the following is submitted, in compliance with said Act.

That DIRECT BANK CARD PROCESSING, INC. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation in the City of Lake Worth, FL designates Andrew Marlo, as its agent to accept service of process within this State.

1. The name of the corporation.

DIRECT BANK CARD PROCESSING, INC.

2. The name and address of the registered agent and office is:

ANDREW MERLO 2101 Corporate Bivd. Suite 325 Boca Raton, FL 33431

ACKNOWLEDGMENT:

Having been named 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 statues 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.

Dated: March 17th, 1998

ANDREW MERLO, ESQUIRE

Registered Agent