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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAY 20 AM 10:49

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May 15, 1998

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\*\*\*\*\*70.00 \*\*\*\*\*70.00

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Articles of Incorporation for Credit Cards Direct, Inc.

Dear Division of Corporations:

Enclosed please find two original Articles of Incorporation for the above corporation. I have enclosed a check in the amount of \$70.00. Please date stamp one copy and return to us in the enclosed, stamped self-addressed envelope.

If you have any questions, please feel free to contact me.

Sincerely,

*Lisa A. Dibble for*  
Glen J. Torcivia

GJT:ld

Enclosures

D. BROWN MAY 22 1998

ARTICLES OF INCORPORATION  
OF  
CREDIT CARDS DIRECT, INC.

FILED  
SECRETARY OF STATE  
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The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation.

ARTICLE I - NAME OF CORPORATION

The name of the corporation is CREDIT CARDS DIRECT, INC. The address of the principle office and mailing address is 18210 Paulson Drive, #B7, Port Charlotte, Florida 33954.

ARTICLE II - PURPOSE

The general purposes for which the corporation is to provide the following:

- A. Credit card processing and equipment sale.
- B. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purposes limits this general purpose in any way.
- C. To do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

ARTICLE III - AUTHORIZED SHARES

The aggregate number of shares which the corporation is authorized to issue is one thousand (1,000) shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

#### **ARTICLE IV - COMMENCEMENT AND TERM OF EXISTENCE**

The corporation is to exist perpetually commencing on the date of the execution of these Articles of Incorporation, providing that corporate existence may begin up to five days before the filing with the Secretary of State for the State of Florida.

#### **ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

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

Daniel Cugini  
18210 Paulson Drive, #B7  
Port Charlotte, Florida 33954

#### **ARTICLE VI - DIRECTOR AND OFFICERS**

The number of directors constituting the initial Board of Directors is one. The number of Directors may increase or decrease from time to time in accordance with the Bylaws, but shall never be less than one. The name and address of each Director of the Corporation is as follows:

Daniel Cugini	President
18210 Paulson Drive, #B7	
Port Charlotte, Florida 33954	

#### **ARTICLE VIII - INCORPORATOR**

The name and street address of the incorporator is: Daniel Cugini, 18210 Paulson Drive, #B7, Port Charlotte, Florida 33954.

#### **ARTICLE IX - BYLAWS**

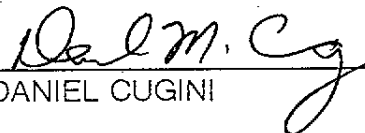
The shareholders of the corporation shall have the sole power to establish, enact, alter or repeal Bylaws for the management of the corporation, and the duties of the officers of the corporation shall be prescribed by such Bylaws. The Bylaws may require

a vote or action by more than a majority of directors or by more than a majority of shares of shareholders in specified matters.

**ARTICLE X - AMENDMENT**

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, including its name, in the manner now or hereafter prescribed by law, and all rights conferred on officers and shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 13<sup>th</sup> day of May, 1998.

  
DANIEL CUGINI

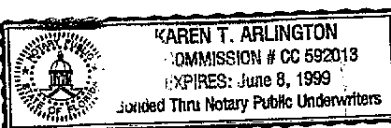
STATE OF FLORIDA  
COUNTY OF PALM BEACH

~~BEFORE ME~~, the undersigned authority, personally appeared before me DANIEL CUGINI, to me well known and known to me to be the persons described in and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed said instrument for the purposes expressed therein.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal on this \_\_\_\_ day of May, 1998.

  
NOTARY PUBLIC  
My commission expires:

Personally known \_\_\_\_\_ or presented PLC identification.



CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAY 20 AM 10:50

Pursuant to the provision of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is CREDIT CARDS DIRECT, INC.
2. The name and address of the registered agent and office is:

Daniel Cugini  
18210 Paulson Drive, #B7  
Port Charlotte, Florida 33954

Having been named as registered agent and 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 statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

  
\_\_\_\_\_  
DANIEL CUGINI

DATE: 5/13/58