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McConnaughay, Duffy, Conrad, Pope +  
Requestor's Name weaver

101 N. Monroe St Suite 900  
Address

Tall, FL 32302-0729 222-8121  
City/State/Zip Phone #

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98 JUN 23 PM 8:33

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

1. Unipay, Inc.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

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DIVISION OF CORPORATION

NEW FILINGS	
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<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	
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<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
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<input type="checkbox"/>	Other

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P. Hall

JUN 23 1998

Examiner's Initials

ARTICLES OF INCORPORATION  
OF  
UNIPAY, INC.

FILED  
98 JUN 23 PM 8:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I

Name of Corporation

The name of the corporation is UNIPAY, INC. at 7126 Beneva Road, Suite 200, Sarasota, Florida 34238.

ARTICLE II.

Corporate Existence

This corporation shall have perpetual existence.

ARTICLE III

Purpose of Business

The purpose for which the corporation is organized is to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV

Stock

The aggregate number of shares which the corporation is authorized to issue is one hundred (100). Such shares shall be

of a single class, and shall have a par value of one dollar (\$1.00).

#### ARTICLE V

##### Registered Office and Registered Agent

The street address of the initial registered office of the corporation is 101 North Monroe Street, Suite 900, Tallahassee, Florida 31301, and the name of its initial registered agent at such address is James N. McConnaughay.

#### ARTICLE VI

##### Directors

The initial Board of Directors of the corporation shall consist of one director. The names and addresses of the persons who are to serve as members of the initial Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Andrew W. Olwert, III	7547 Silver Fern Sarasota, Florida 34241

#### ARTICLE VII

##### Director's Liabilities and Rights

No contract, act or transaction of this corporation with any person or persons, firm or other corporations, in the absence of fraud or wrongdoing, shall be affected or invalidated by the fact that any Director of this corporation is a party to or interested in such contracts, acts or transactions, or any way connected with such person, persons, firm or corporation. Each

and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation for the benefit of himself or 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 or controlled company.

#### ARTICLE VIII

##### Incorporator

The name and address of the incorporator is:

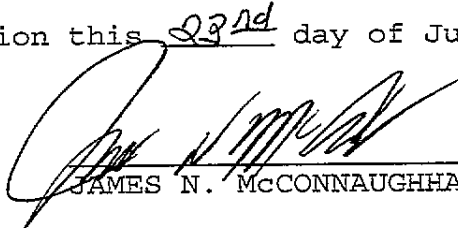
Name

Address

James N. McConnaughay

101 North Monroe Street  
Suite 900  
Tallahassee, FL 32301

IN WITNESS WHEREOF, the undersigned incorporator executed these Articles of Incorporation this 23<sup>rd</sup> day of June, 1998.

  
\_\_\_\_\_  
JAMES N. McCONNAUGHAY

STATE OF FLORIDA

COUNTY OF Leon

BEFORE ME, the undersigned authority, personally appeared JAMES N. McCONNAUGHAY, who is personally known to me and who did not take an oath, and he acknowledged to me that he executed the foregoing Articles of Incorporation voluntarily and for the

purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal  
this 23rd day of June, 1998.



Teresa Finch  
NOTARY PUBLIC

My Commission Expires:

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions 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: UNIPAY, INC.
2. The name and address of the registered agent and office is:

James N. McConnaughay  
101 North Monroe Street, Suite 900  
Tallahassee, FL 32301

SIGNATURE

TITLE

DATE

AGENT

JUNE 23, 1998

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 OBLIGATIONS OF MY POSITION AS  
REGISTERED AGENT.

SIGNATURE

DATE

  
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