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| LAZARUS CORPORATE FILING SERV (Requestor's Name) 3320 S.W. 87th AVENUE (Address) MIAMI, FLORIDA (305)552-59 (City, State, Zip) (Phone # | 73 | 500 office use only | 0025733 -06/26/98010 ****122.50 * | 25: 941016 ***122.50 |
| 1. SUPERIOR MEI | | | / / NC, | |
| 2. (Corporation Name) 3. (Corporation Name) 4. (Corporation Name) Walk in Pick up time Mail out Will wait | Photocopy | (Document #) (Document #) (Document #) Certified Copy Certificate of Sta | 98 JUN 25 AM II: 01 DIVI NOR OF CORFURATION | |
| Profit NonProfit Limited Liability Domestication Other | AMENDM Amendment Resignation of Change of Regis Dissolution/With Merger | R.A., Officer/Director | 98 JUN 26 PM 12: 26 SECRETARY OF STATE TALLAHASSEE, FLORIDA | J |
| Annual Report Fictitious Name Name Reservation | REGISTRATIO QUALIFICATIO Foreign Limited Partners Reinstatement Trademark Other | on Ship | miner's Initials | |

98 JUN 26 PH 12: 26 SECRETARY OF STATE TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF SUPERIOR MERCHANT SERVICES, INC

The undersigned subscribers to these Articles of Incorporation, being natural persons competent to contract, hereby desire to form a corporation under the laws of the State of Florida.

ARTICLE ONE

The name of this corporation shall be: SUPERIOR MERCHANT SERVICES, INC.

ARTICLE TWO DURATION:

The corporation shall commence its existence upon the filing of the Articles of Incorporation with the Secretary of State and continue in perpetual existence unless sooner dissolved as provided by law.

ARTICLE THREE

The purpose of the corporation shall be to such extent as a corporation organized under the Florida corporate law and may lawfully do, either as principal or agent and either alone or in connection with other corporations, firms and individuals, all and everything necessary, suitable, convenient or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any or more of the objects herein enumerated, or designed directly or indirectly to promote the interests of this Corporation or to enhance the value of its properties; and in general to do any and all things and exercise any and all powers, rights and priviledges which a corporation may now or hereafter be organized to do or to exercise under the laws governing corporations of this state of under any act amendatory thereof, supplemental thereto, or substituted therefore, or to otherwise engage in any lawful activity either within or without the State of Florida. The corporation may buy, sell, lease, rent, encumber, deal in or otherwise dispose of real or personal property including retail or wholesale sales, manufacturing, assembling, act as commission merchant, broker, jobber, dealer, import, export, or any other lawful business activity without limitation. To do any and all other acts and things as are necessary or convenient to the attainment of the purposes of this Corporation and any of them, to the same extent as natural persons lawfully might or could do in any part of the world, insofar as such acts are permitted to be done by a corporation organized under the Corporation Law of the State of Florida.

ARTICLE FOUR CAPITAL STOCK

The authorized capital stock of this company shall be 750 shares of common stock, each having a par value of \$1.00 and full voting rights. Consideration for each share shall be \$1.00 in money, property or other consideration as agreed.

ARTICLE FIVE

The initial street address of the corporation's office and the name and address of the initial Registered Agent is as follows:

Corporate address: 8181 NW 36 Street #14ABC Miami, Fl. 33166

Registered Agent and Address:
Lourdes Simpson
8181 NW 36 Street #14ABC
Miami, Fl. 33166

ARTICLE SIX DIRECTORS:

The initial Board of Directors shall be as follows:

Dan Sheehy 8378 SW 159 Place Miami, Fl. 33193 President

Abdon Ramirez
75 Fairway Drive #21-W
Miami Springs, Fl. 33166

Vice-President

Lourdes Simpson 7106 SW 112 Place Miami, Fl. 33173 Secretary/Tresurer

The number of directors may be increased or decreased by the bylaws, but shall not be less than one.

ARTICLE SEVEN: SUBSCRIBERS:

The name and post office address of the shareholders & subscribers to these articles of incorporation and the number of shares of stock issued is as follows:

Dan Sheehy 8378 SW 159 Place 250 shares

Miami, Fl. 33193

Abdon Ramirez 75 Fairway Drive #21-W Miami Springs, Fl. 33166 250 shares

Lourdes Simpson 7106 SW 112 Place Miami, Fl. 33173 250 shares

ARTICLE EIGHT

The by-laws of the corporation may be made by the Directors.

IN WITNESS WHEREOF, I have set my hand and seal in Dade County, Miami, Florida, this 24th day of June, 1998.

Dan Sheehy, Pres.

Abdon Raminez, V.P.

Lourdes Simpson, Secret./Treas.

STATE OF FLORIDA)

COUNTY OF DADE)

ON THIS DAY PERSONALLY appeared before me, a Notary Public, Dan Sheehy, Abdon Ramirez, and Lourdes Simpson whom after presenting proper identification, signed the foregoing articles of incorporation and acknowledged to me that they signed the same freely and voluntarily. WITNESS my hand and seal in Dade County, Florida this 24th day of June, 1998.

Signature of Notary Public

OFFICIAL NOTARY SEAL MADLLEINE D LONGARAY NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC596421 MY COMMISSION EXP. OCT. 27,2000 CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

Pursuant to Chapter 48.091, Florida Statues, the following is submitted, in compliance with said act.

SUPERIOR MERCHANT SERVICES, INC. desiring to organize under the laws of the State of Florida with its principal offices, as indicated in the articles of incorporation, Dade County, State of Florida, has named Lourdes Simpson, 8181 NW 36 Street #14ABC Miami, Fl. 33166 as its Agent to accept services of process within this State.

ACKOWLEDGEMENT

Having been named to accept service of process of and for the above state Corporation, at place designated in this certificate, I hereby accept to act in this capacity and agree to comply with provisions of said Act relative to keeping open said office.

BY: Y (/) WA

18 JUN 26 PH 12: 2 ECRETARY OF STATE