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LAW OFFICES OF  
Sanoba & Sanoba, P.A.

101 W. MAIN STREET, SUITE 170  
P.O. BOX 393  
LAKELAND, FLORIDA 33802-0393

GREGORY A. SANOBA  
KARIE L. SANOBA

TELEPHONE: (941) 683-5353  
FAX: (941) 683-2237

July 30, 1998

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

Re: Premier Processing Services, Inc.

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-08/03/98--01087--010  
\*\*\*\*122.50 \*\*\*\*122.50

To Whom It May Concern:

I am enclosing herewith the original and one copy of the Articles of Incorporation, together with the appropriate Registered Agent Form with regard to the above-referenced corporation.

Also enclosed is our check in the amount of \$122.50 to cover filing fees and a certified copy of the charter. A postage paid envelope has been provided.

Please forward all documents to this office at your earliest convenience.

Very truly yours,

  
Gregory A. Sanoba

Enclosure(s)

cc: Premier Processing Services, Inc.

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DIVISION OF CORPORATIONS  
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ARTICLES OF INCORPORATION  
OF

PREMIER PROCESSING SERVICES, INC.

ARTICLE I

**Name**

The name of the corporation is:

**PREMIER PROCESSING SERVICES, INC.**

ARTICLE II

**Duration**

The period of existence of the corporation is perpetual.

ARTICLE III

**Principal Office and Mailing Address**

The principal place of business of the corporation is at 855 Susan Drive, Lakeland, Florida 33813. The mailing address of the corporation is the same.

ARTICLE IV

**Registered Office and Registered Agent**

The initial registered office is at 101 West Main Street, Suite 170, Lakeland, Florida 33815. The name of the initial registered agent at that address is Gregory A. Sanoba.

ARTICLE V

**Purpose**

The general nature of the business to be transacted by this corporation, shall be:

(a) To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

(b) To acquire by purchase or otherwise, to own and possess any real or personal property, of any kind or nature, wheresoever

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situated, and any interest in or right appertaining to any such property; to hold, use, improve, develop, deal in and operate any such property or any part hereof; to sell, lease, mortgage, pledge, or otherwise, dispose of all or any part of such property, or interest therein, or right thereto, or any part thereof; to build, erect, construct, maintain, improve, rebuild, enlarge, or alter buildings or other improvements, or any of such property or any part hereof; to sell, lease, mortgage, pledge, or otherwise, dispose of all or any part of such property, or any rights of interest therein or thereto appertaining; and, generally, to deal with an act in relation to such property in any an every way.

(c) To buy, sell, manufacture, import, export, prepare, alter, exchange, let for hire and deal in and with all kinds of articles and things which may be required for the purpose of any of the business of the corporation, or commonly applied to or by, or dealt in or with, by persons engaged in any of said businesses, or which may seem capable of being profitably dealt with in connection with any of the said businesses.

(d) To borrow or raise money for any of it's purposes without limit as to amount; and to make, execute, issue and endorse bonds, debentures, promissory notes or other obligations or evidences or indebtedness, of any nature and in manner, whether secured or unsecured, for monies borrowed; or, in payment of property acquired; or, for any of the objects or purposes of the corporation; and, to secure the payment of the principal and interest of any such obligations by mortgage, pledge, deed indenture, agreement, instrument of trust, lien upon, assignment of or agreement in respect of, all or any part of the property, real or personal, or the corporation, or all of any of it's rights of interest therein, wheresoever situated, and whether at the time owned or thereafter acquired; and, in such manner and upon such terms as the Board of Directors may deem judicious, to sell or pledge such bonds or obligations, or to discount notes of the corporation for its corporate purposes.

(e) To engage in any other business, or do any and all acts and things incident to, or which the Board of Directors may be deemed necessary to, the carrying out of the success of any business outlined above; to engage in any and every lawful business whatsoever, whether herein mentioned or not.

#### ARTICLE VI

##### **Authorized Shares**

The corporation is authorized to issue One Thousand (1,000) shares of common stock having par value of \$1.00 a share.

ARTICLE VII

**Directors**

The initial board of directors shall consist of two (2) member. The name and address of the first board of directors is:

Names

Addresses

Sandra Katter

855 Susan Drive  
Lakeland, Florida 33803

Nichole Norris

855 Susan Drive  
Lakeland, Florida 33803

ARTICLE VIII

**Incorporator**

The name and address of the incorporator is:

Names

Addresses

Gregory A. Sanoba

101 West Main Street, Suite 170  
Lakeland, Florida 33815

ARTICLE IX

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE X

This corporation shall have power to conduct business in any state or foreign country and to maintain offices there subject to the laws of such jurisdiction.

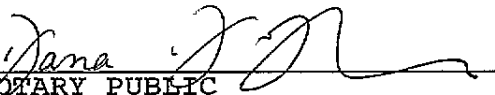
IN WITNESS WHEREOF, we have executed these articles of incorporation this 30th day of July, 1998.

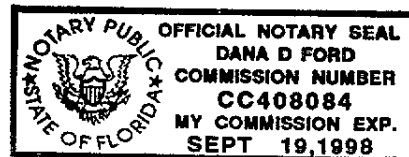
  
\_\_\_\_\_  
Gregory A. Sanoba as  
Incorporating Director

STATE OF FLORIDA  
COUNTY OF POLK

Personally appeared before me, the undersigned authority, this day, Gregory A. Sanoba, who is personally known to me or has produced her driver's license as identification and who executed the above freely and voluntarily for the purposes therein expressed.

Subscribed and sworn to before me on this 30TH day of July, 1998.

  
NOTARY PUBLIC  
My Commission Expires:  
My Commission Number is:



STATE OF FLORIDA  
DEPARTMENT OF STATE

Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May be Served and Names and Addresses of the Officers and Directors.

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In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, That, PREMIER PROCESSING SERVICES, INC., a corporation duly organized and existing under the laws of the State of Florida, with its principal and registered office, as indicated in the Articles of Incorporation, at City of Lakeland, County of Polk, and State of Florida, has named Gregory A. Sanoba located at 101 West Main Street, Suite 170, Lakeland, Florida 33815, as its agent to accept service of process within the state.

OFFICERS:	TITLE NAME:	SPECIFIC ADDRESS:
Sandra Katter	President/ Secretary & Treasurer	855 Susan Drive Lakeland, FL 33803
Nichole Norris	Vice-President	855 Susan Drive Lakeland, FL 33803

By:   
\_\_\_\_\_  
Gregory A. Sanoba  
Registered Agent

ACKNOWLEDGMENT:

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

By:   
\_\_\_\_\_  
Gregory A. Sanoba  
Registered Agent

It is necessary to file this Certificate within thirty days after filing Certificate of Incorporation, as to domestic corporations and within thirty days after issuance of permit to foreign corporations; and thereafter when corporation has changed its place of business or agent or changed its officers and/or directors.

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