

P980000069125

Irwin J. Berlin
5378 Riverfront Drive
Bradenton, Florida 34208
941-750-9394

August 3, 1998

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

200002606902--9
-08/04/98--01052--018
****122.50 ****122.50

Dear Sir or Madam:

Enclosed please find the necessary documents for the corporate registration of SmartCard America Corp., along with a check in the amount of \$122.50 for the filing fee and any other required costs.

Please send me a certified copy.
Thank you.


Irwin J. Berlin

FILED
98 AUG -4 PM 1:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF
FLORIDA
ARTICLES OF INCORPORATION
OF
SmartCard America Corp.
A BUSINESS/STOCK CORPORATION

FILED
98 AUG -4 PM 1:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The name of the corporation is SmartCard America Corp.

The business and mailing address of the corporation is 5378 Riverfront Drive, city of Bradenton, county of Manatee, state of Florida, 34208.

The duration of the corporation is perpetual.

The corporation has been organized to transact any and all lawful business for which corporations may be incorporated in the state of Florida.

The aggregate number of shares which the corporation shall have the authority to issue is ten thousand shares and the par value of each share shall be of no par value.

The number of directors constituting the initial board of directors of the corporation is one and his name and address is:

Irwin J. Berlin
5378 Riverfront Drive
Bradenton, Florida 34208

The location and street address of the initial registered office is 5378 Riverfront Drive, city of Bradenton, county of Manatee, state of Florida, 34208 and the name of its initial registered agent at such address is Irwin J. Berlin.

The name and address of the incorporator is Irwin J. Berlin, 5378 Riverfront Drive, Bradenton, Florida 34208.

In witness thereof, the undersigned incorporators have executed these articles of incorporation this 3rd day August, 1998.

April Smith
Witness

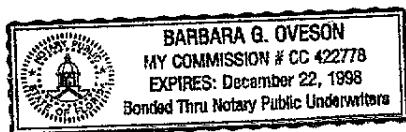
Irwin Berlin
Incorporator

Witness

— N/A —
Incorporator

State of Florida
County of Manatee

On the 3rd day of August 1998, the above person(s) appeared before me, a notary public and are personally know or proved to me to be the person(s) whose name(s) is/are subscribed to the above instrument who acknowledged that he/she executed the instrument.



Barbara G. Oveson
Notary

I, Irwin J. Berlin, hereby give my consent to serve as the registered agent for SmartCard America Corp. Having been named 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 am familiar with and accept the obligations of my position as registered agent.

Dated August 3rd, 1998.

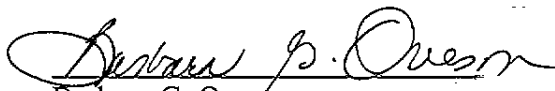
Irwin Berlin
Signature of Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

STATE OF FLORIDA
COUNTY OF MANATEE

Before me appeared Irwin J. Berlin (FLDL -B645-410-33-148-0 presenting this identification for the document attached, a consent to serve as a registered agent of SmartCard America Corporation.



Barbara G. Oveson-
Notary Public, State of Florida-

