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TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 3327
Tallahassee, FL 32314

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-08/28/98--01046--004
*****78.75 *****78.75

SUBJECT: COSMOS MERCHANT SERVICES inc
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Doris Noguera
Name (Printed or typed)

10010 N.W. 9 St Circle
Address

Miami FL 33172
City, State & Zip

(305) 559-2799
Daytime Telephone number

FILED
98 AUG 28 AM 7:32
CLERK OF STATE
TALLAHASSEE, FL

F. CHESSEB SEP 1 1998

NOTE: Please provide the original and one copy of the articles.

FILED
98 AUG 28 AM 7:32
SECRETARY OF STATE
TALLAHASSEE FL 32304

ARTICLES OF INCORPORATION

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

ARTICLE I CORPORATE NAME

The name of this corporation shall be: **Cosmos Merchant Services, Inc.**

ARTICLE II NATURE OF CORPORATE BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE III CAPITAL STOCK

This corporation shall be authorized to have a maximum of one thousand (1000) shares of stocks outstanding at any given time. The shares of stock authorized shall have a par value of ten cents (\$0.10)

ARTICLE IV INITIAL CAPITAL

The amount of capital with which this corporation shall begin business shall be one hundred 00/00 (\$100.00) dollars.

ARTICLE V TERM OF EXISTENCE / DURATION AND BEGINNING OF CORPORATE EXISTENCE

This corporation is to exist perpetually. The corporate existence of this corporation shall begin at the time of filing of these articles of incorporation by the State of Florida.

JNN
DWN

**ARTICLE VI
PRINCIPAL OFFICE AND REGISTERED AGENT**

The initial address of the principal office of this corporation in the State of Florida is:
10010 North West 9th Street Circle, No. 202
Miami, Florida, 33172

The Board of Directors may, from time to time, move the principal office of this corporation to any other address in Florida. The registered agent of this corporation shall be Doris Noguera.

**ARTICLE VII
DIRECTORS**

This corporation shall have two directors initially. The number of directors may be increased or diminished from time to time, by by-laws adopted by the stockholders, but shall never be less than one (1).

**ARTICLE VIII
INCORPORATORS DIRECTORS AND OFFICERS**

The names and addresses of the incorporators, members of the first Board of Directors, and the State of Corporate officers are;

Doris Noguera

10010 North West 9th Street Circle, No. 202
Miami, Florida, 33172

President/ Secretary

Jorge Noguera

10010 North West 9th Street Circle, No. 202
Miami, Florida, 33172

Vice-president/ Treasurer

**ARTICLE IX
SUBSCRIBER**

The name and address of each subscriber of these articles of incorporation and number of shares each agree to take are:

Doris Noguera: 10010 North West 9th Street Circle, No. 202
Miami, Florida, 33172; **Five Hundred (500) shares at \$0.10 each.**

Jorge Noguera: 10010 North West 9th Street Circle, No. 202
Miami, Florida, 33172; **Five Hundred (500) shares at \$0.10 each.**

JNN.
DN

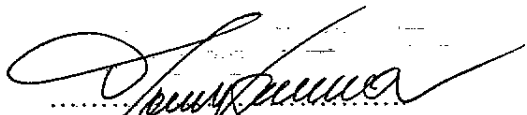
**ARTICLE X
PREEMPTIVE RIGHTS**

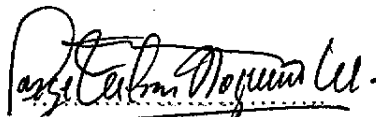
Should any stockholder wish to dispose of his stock it shall first be offered to the remaining stockholders, at a price no greater than a bona-fide offer by any third person, and said shall be available for a period of ninety (90) days to such remaining stockholders. In the event that any of said stock is not purchased by any remaining stockholders within ninety (90) days of the offer, said stock may then be sold by the stockholder to a third person approved by the other shareholders.

**ARTICLE XI
AMENDMENT**

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders meeting by a majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATORS HAVE EXECUTED THESE ARTICLES OF INCORPORATION THE 24 DAY OF AUGUST 1998.


Doris Noguera



Jorge Noguera

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 AUG 28 AM 7:32

FILED

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


Signature/ Registered Agent
Doris Noguera

08-25-98
Date