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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 922-4001

From:
Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

ONLINE CREDIT CLEARING CORP.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$122.50

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ARTICLES OF INCORPORATION

OF

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Online Credit Clearing Corp.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

⑤
The undersigned subscribes to these Articles of Incorporation, natural person, competent to contract, does hereby form a corporation for profit under the laws of the State of Florida. Corporate existence shall begin upon acceptance of these Articles. This corporation is to be a Small Business Corporation as defined in Section 1244 Subdivision (c) (2) of the Internal Revenue Code.

ARTICLE I. Name. The name of the corporation is
Online Credit Clearing Corp.

ARTICLE II. Term of Existence. This corporation shall have perpetual existence.

ARTICLE III. Nature of Business. This corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV. Capital Stock. This corporation is authorized to issue 100,000 shares with \$1.00 par value.

ARTICLE V. Voting Rights. Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI. Preemptive Rights. Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

David Hernandez
210 N. University Dr. #502
Tallahassee, FL 32301

(954) 346-7288

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EMPIRE CORPORATE KIT

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ARTICLE VII. Initial Registered Office and Agent. The street address of the initial registered office of this corporation is: 210 University Dr. Ste 500, Coral Springs, Fl 33071. Name of the initial registered agent of this corporation at that address is Sami Slim.

ARTICLE VIII. Initial Board of Directors. The corporation shall have 7 Director(s) initially. The number of Directors may be either increased or diminished from time to time by the by-laws but never be less than one. The name and address of the initial Directors of this corporation is: Sami Slim, Al Cilella, Brendan Battles, Rocco Jacobazzi, Alexander Berte, Ray Lequerique, and Frank Hager.

210 University Dr. Ste 500
Coral Springs, Fl. 33071

ARTICLE IX. Officers. The initial officers of the corporation will be: Sami Slim, President, Al Cilella, Sr. Vice President, Brendan Battles, Alexander Berte and Ray Lequerique, Vice President of Sales and Marketing, Frank Hager, Vice President of Software Development, Brendan Battles, Treasurer and Rocco Jacobazzi, Secretary.

ARTICLE X. Incorporator. The person signing these Articles of Incorporation has the following name and address:

Sami Slim
210 University Dr. Ste 500
Coral Springs, Fl. 33071

ARTICLE XI. By-Laws. The power to adopt, alter, amend or re-peal by-laws shall be vested in the Board of Directors and the shareholders.

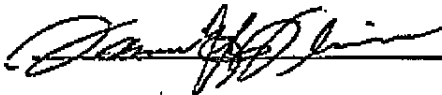
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ARTICLE XII. Amendment. The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIII. The Street address of the Principal place of business is: 210 University Dr. Ste 500, Coral Springs, Fl. 33071.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 24th day of September, 1998.

x  (SEAL)

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally appeared, Sami Slim, known to be and known by me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same for the use and purposes therein expressed.

WITNESS my hand and official seal this 24th Day of September, 1998.

NOTARY PUBLIC

My Commission Expires: _____

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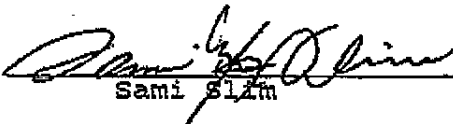
TOTAL P.05.

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CONSENT TO APPOINTMENT AS REGISTERED AGENT

TO: Secretary of State State of Florida Division of
Corporations Department of State
Tallahassee, FL 32304

I, Sami Slim, do hereby consent to serve as
registered agent for the corporation, Online Credit Clearing
Corp. This 24th Day of September, 1998.

x 
Sami Slim

Address of registered agent:

210 University Dr. Ste 500
Coral Springs, Fl. 33071

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TALLAHASSEE, FLORIDA

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