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MARK FRANZONI  
OFFICE XPRESS  
1511-B PENMAN RD.  
JACKSONVILLE BEACH, FL 32250

FILED

98 NOV 23 PM 2:19

November 2, 1998

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Hon. Sandra B. Mortham  
ATT: Corporate Records  
P.O. Box 6327  
Tallahassee, Fl 32314

FLORIDA  
RE: ATM FINANCIAL SERVICES OF FLORIDA, INC.

Dear Madam:

Enclosed please find the original Articles of Incorporation for the above referenced corporation.

Also, please find a check in the amount of \$70.00 for filing of same. Your assistance in this matter is greatly appreciated.

Yours truly,



Mark Franzoni

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

November 5, 1998

MARK FRANZONI  
1511-B PENMAN RD  
JACKSONVILLE, FL 32250

SUBJECT: ATM FINANCIAL SERVICES OF FLORIDA, INC.  
Ref. Number: W98000025108

We have received your document for ATM FINANCIAL SERVICES OF FLORIDA, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

If you have any further questions concerning your document, please call (850) 487-6915.

Pamela Hall  
Document Specialist

Letter Number: 498A00053998

MARK FRANZONI  
OFFICE XPRESS, INC.  
1511-B PENMAN RD.  
JACKSONVILLE BEACH, FL 32250

November 19, 1998

Hon. Sandra B. Mortham  
ATT: Corporate Records  
P.O. Box 6327  
Tallahassee, Fl 32314

RE: FLORIDA ATM FINANCIAL SERVICES, INC.

Dear Madam:

Enclosed please find the original Articles of Incorporation for the above referenced corporation.

Also, please apply the check in the amount of \$70.00 as per enclosed letter for filing of same. Your assistance in this matter is greatly appreciated.

Yours truly,



Mark Franzoni

ARTICLES OF INCORPORATION  
OF  
FLORIDA ATM FINANCIAL SERVICES, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned subscriber to these Articles of Incorporation, natural person competent to contract, hereby form a corporation under the Laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation shall be:  
FLORIDA ATM FINANCIAL SERVICES, INC.

ARTICLE II - PRINCIPAL PLACE OF BUSINESS

The principal place of business of this corporation shall be:  
3576 AVALON COVE DR. E., JACKSONVILLE, FL 32224

ARTICLE III - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE V - CAPITAL STOCK

The maximum number of shares this corporation is authorized to issue is 100 shares of ONE DOLLAR (\$1.00) par value common stock which will be designated as "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 rata share thereof at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The initial registered agent and office of this Corporation shall be:

J.W. BRINKLEY  
3576 AVALON COVE DR. E.  
JACKSONVILLE, FL 32224

ARTICLE VIII - BOARD OF DIRECTORS

This Corporation shall have no directors, initially. The affairs of the Corporation will be managed by the shareholders until such time directors are designated as provided by the Bylaws.

ARTICLE IX - INCORPORATORS

The name and address of the Incorporator signing these Articles is:

J.W. BRINKLEY  
3576 AVALON COVE DR. E.  
JACKSONVILLE, FL 32224

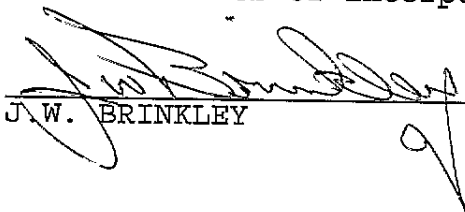
ARTICLE X - INDEMNIFICATION

The Corporation shall indemnify any Officer or Director to the full extent permitted by law.

ARTICLE XI - AMENDMENT

This Corporation reserves the right to amend or appeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

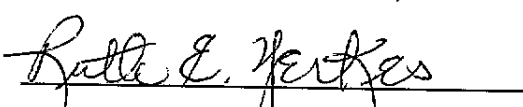
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 19 day of Nov, 1998.

  
J.W. BRINKLEY

STATE OF FLORIDA  
COUNTY OF DUVAL

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared J.W. BRINKLEY, 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 those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 19 day of Nov, 1998.

  
NOTARY PUBLIC, State of  
Florida at Large

My Commission Expires: 12/15/01

RUTH E. YERKES  
Notary Public - State of Florida  
My Commission Expires Dec 15, 2001  
Commission # CC702459

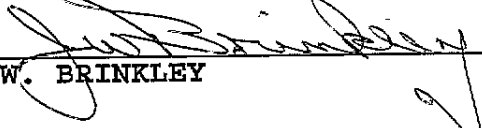
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING REGISTERED AGENT AND  
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF  
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF  
AGENT UPON WHOM PROCESS MAY BE SERVED**

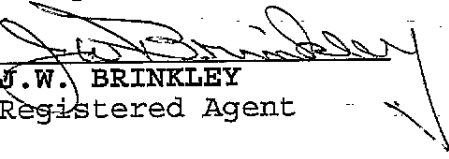
In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST that FLORIDA ATM FINANCIAL SERVICES, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 3576 AVALON COVE DR. E., JACKSONVILLE, FL 32224, has named J.W. BRINKLEY as its agent to accept service of process within Florida.

Dated: 11-19-98

  
J.W. BRINKLEY

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

  
J.W. BRINKLEY  
Registered Agent