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Admitted to New York
and Florida Bar

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December 17, 1998

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

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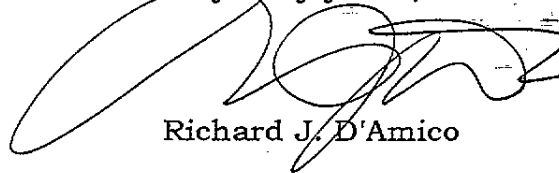
RE: Processing, Inc. and Collins On-Line, Inc.

Dear Sir/Madam:

Enclosed please find the Original Articles of Incorporation in reference to the above matters for filing. Also enclosed is a check in the amount of \$157.50, representing the filing fee of \$35.00, the Designation of Registered Agent fee of \$35.00 and certified copy fee of \$8.75 for each incorporation. Please be kind enough to forward an acknowledgment of filing.

Thank you for your attention in this matter.

Very truly yours,



Richard J. D'Amico

FILED
98 DEC 23 AM 9:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RJD/lh
Enclosures

Dmc
12/23/98

78.75

ARTICLES OF INCORPORATION

OF

COLLINS ON-LINE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby to forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is:

COLLINS ON-LINE, INC.

ARTICLE II. NATURE OF BUSINESS

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

(A) To engage in any activity or business permitted under the laws of the United States of this State.

(B) To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

(C) To conduct business in, have one or more officers in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in all other states and countries. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, other instruments to secure the payment of corporate indebtedness as required.

(D) To purchase the corporate assets of any other corporation and engage in the same or other character of business. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1,000 SHARES OF COMMON STOCK AT \$1.00 PAR VALUE

The consideration to be paid for each share shall be in money, property or services and the amount shall be fixed by the Board of Directors.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business is Five Hundred Dollars.

ARTICLE V. TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE VI. ADDRESS

The initial post office address of the principal office of the corporation in the State of Florida is:

140 South Beach Street, Suite 104, Daytona Beach, FL 32114

The Board of Directors from time to time may move the principal office to any other address in Florida.

ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

619 North Grandview Avenue, Daytona Beach, FL 32118

and the name of the initial registered agent of this corporation at that address is: Richard J. D'Amico

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

This corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than two. The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Alan Collins	140 South Beach Street, Daytona Beach, FL 32114
Vincent Giuffrida	140 South Beach Street, Daytona Beach, FL 32114
Gary Lacey	140 South Beach Street, Daytona Beach, FL 32114

ARTICLE IX. INCORPORATOR

The name and address of the person signing these articles is:

<u>NAME</u>	<u>ADDRESS</u>
Richard J. D'Amico	619 N. Grandview Avenue Daytona Beach, FL 32118

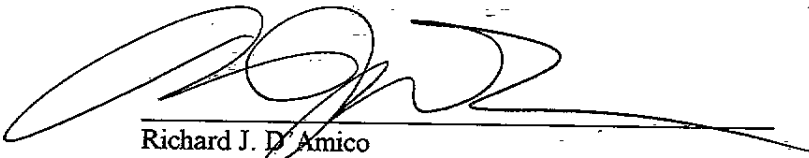
ARTICLE X. AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto; and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XI. PREEMPTIVE RIGHTS

Every stockholder, upon the sale for cash of any new stock of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others, which price, in the case of par value shares, may be in excess of par.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 17th day of December, 1998.

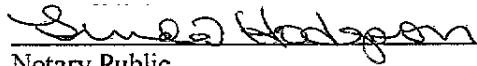

Richard J. D'Amico

**STATE OF FLORIDA
COUNTY OF VOLUSIA**

Before me, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared

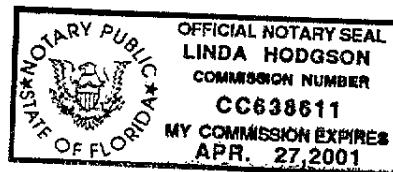
Richard J. D'Amico known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 17th day of December, 1998.



Notary Public
State of Florida at Large

My Commission Expires:



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

FILED
98 DEC 23 AM 9:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that

COLLINS ON-LINE, INC.

desiring to organize or qualify under the laws of the State of Florida with its principal place of business at City of Daytona Beach, State of Florida, has named Richard J. D'Amico, located at 619 North Grandview Avenue, Daytona Beach, FL 32118, City of Daytona Beach, State of Florida, as its agent to accept service of process within Florida.

SIGNATURE


CORPORATE OFFICER

TITLE

DATE

Secy
12/17/98

Having been named to accept service of process for the above stated 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 and complete performance of my duties.

SIGNATURE


RESIDENT AGENT

DATE

12/17/98