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FILED

99 FEB 26 PM 12:31

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

2/24/99 2-24-99

Florida Dept. of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314-6327

100002788241--3

-02/26/99--01034--021

Dear Sir:

*****78.75 *****78.75

Please accept the enclosed articles of incorporation for
TenderPay, Inc. as well as a check for \$78.75 for
registration and a certified copy.

Please contact the undersigned at your earliest convenience
should questions concerning this submittal arise.

Sincerely,



G. Thomas Bland, Jr.
TenderPay Incorporator & Registered Agent
1150 Louisiana Ave., Suite 5C
Winter Park, FL 32790
(407) 599-1900 (voice)
(407) 599-1903 (fax)

P. Hall
MAR 32 1999

ARTICLES OF INCORPORATION
OF

TenderPay, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I: NAME

EFFECTIVE DATE
2-24-99

The name of the corporation is: TenderPay, Inc.

ARTICLE II:

COMMENCEMENT AND DURATION OF CORPORATE EXISTENCE

The corporation shall commence its corporate existence on the date of subscription and acknowledgement of these Articles of Incorporation, and shall have perpetual existence.

ARTICLE III:

GENERAL PURPOSE

The purpose for which the corporation has been formed is: To engage in and transact any and all lawful business permitted under the laws of the State of Florida and of the United States.

ARTICLE IV:

CAPITAL STOCK

The maximum number of shares of stock that the corporation is authorized to issue is one thousand (1,000) shares of common stock having par value of one dollar (\$1.00) per share. The consideration to be paid for each share shall be fixed by the Board of Directors. Common stock of the corporation shall be issued as "small business corporation" stock in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1954.

ARTICLE V:

INITIAL PRINCIPAL PLACE OF BUSINESS AND
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal place of business is 1150 Louisiana Avenue, Suite 5C, Winter Park, FL 32790.

The street address of the initial registered office of the corporation shall be 2940 DeBrocy Way, Winter Park, FL 32792, and the name of the initial registered agent of the corporation at such address is G.Thomas Bland, Jr.

ARTICLE VI:

INITIAL BOARD OF DIRECTORS

The corporation shall have two (2) directors initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the By-laws of the corporation. The name and street address of the Directors and Officers who shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and qualified are:

<u>Name</u>	<u>Address</u>
<u>Officers/Directors</u>	
G. Thomas Bland, Jr. President	2940 DeBrocy Way Winter Park, Florida 32792
Nancy R. Bland Treasurer/Secretary/ Vice President	2940 DeBrocy Way Winter Park, Florida 32792

ARTICLE VIII:

AMENDMENT

These Articles of Incorporation may be altered or amended by a resolution adopted by the Board of Directors and presented to and approved at a meeting of shareholders by the holders of majority of the shares entitled to vote thereon, or they may be altered or amended in any other manner now or hereafter provided by law.

ARTICLE VIII:

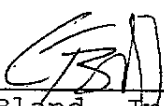
SIGNING OF DOCUMENTS BY CORPORATION

All bonds, notes, other evidences of indebtedness, mortgages, deeds, contracts, and all documents of this corporation shall be fully authorized and effective when signed in its name in the presence of two witnesses by the President, or by the Vice President, or by the President and the Secretary; and no such instrument shall be valid without being so signed unless otherwise stated by the Board of Directors. The Corporate Seal or a blank seal acting as a substitute for the "Corporate Seal" shall be used in executing all documents signed by the President and the Vice President.

Having read the above Articles of Incorporation and understanding my role as called for under Florida statutes as Registered Agent:

THEREFORE;

IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these Articles of Incorporation this 24 day of February, 1999.



G. Thomas Bland, Jr.


As Incorporator and Registered Agent

(SEAL)

STATE OF FLORIDA
COUNTY OF ORANGE

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgements, personally appeared G. Thomas Bland, Jr. as Incorporator and Registered Agent for TenderPay, Inc., known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 24 day of February, 1999, at Orange County, Florida.



Notary Public, State of Florida at Large
My Commission Expires:

