

P99000028728

Director's Name
WT Broume Phone 407 672-2887

NMS, INC

000002810810-2

03/24/98 - 01080 - 005

*****70.00 *****70.00

7508 Glenmoor Lane

Winter Park State FL ZIP 32792

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 MAR 24 AM 8:30

FILED

SHARON

MAR 30 1998

**ARTICLES OF INCORPORATION
OF
NATIONAL MERCHANT SYSTEMS, INC.**

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act hereby adopt the following articles of incorporations:

ARTICLE I

NAME

The name of the corporation is National Merchant Systems, Inc.

ARTICLE II

DURATION

The term of existence of the corporation is perpetual.

ARTICLE III

PURPOSE

The corporation is formed to provide merchants with credit card services and to transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares, which the corporation has authority to issue, is 500 all of which shall be common shares with a par value of \$1.00.

ARTICLE V

PRINCIPAL OFFICE, REGISTERED OFFICE & MAILING ADDRESS
ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The principal place of business ~~registered~~ office and mailing address of the corporation is 7508 Glenmoor Lane Winter Park, Florida 32792. The name of the initial registered agent is Tara LaGrand, CPA at 12693 East Tamiami Trail #170, Naples, Florida 34113 and the registered offices' phone number is 941 389-4206.

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CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI

MANAGEMENT

The business of the corporation shall be managed by the stockholders of the corporation rather than by a board of directors.

ARTICLE VII

INCORPORATORS, SUBSCRIBERS, STOCKHOLDERS AND OFFICERS

The initial subscribers, stockholders and officers are:

W. T. Broome

President, Secretary

ARTICLE VIII

COMMENCEMENT OF EXISTENCE

The corporation shall be deemed to commence its existence when these Articles are filed with the Office of the Secretary of State, State of Florida.

IN WITNESS WHEREOF, I have subscribed my name this 23 day of march 1999.

W T Broome

W. T. Broome
President, Secretary

STATE OF FLORIDA

COUNTY OF ORANGE

On this 23 day of March, 1999, before me personally appeared

W.T. Broome, Georgia Drivers License Number 263809934

known to me to be the persons whose names are subscribed to the within instrument, and
acknowledged that they executed the same for the purpose therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Julie Fielding

Notary Public

My Commission Expires:

Notary Public, Lowndes County, Georgia
My Commission Expires July 26, 2002

**CERTIFICATE OF DESIGNATION REGISTERED
AGENT/REGISTERED OFFICE**

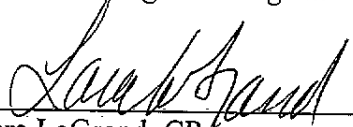
PURSUANT TO THE PROVISIONS OF SECTION 607.0801 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGAINIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

The name of the corporation is National Merchant Systems, Inc.
The name and address of the registered agent and office is:

Tara LaGrand CPA
12693 East Tamiami Trail #170
Naples, Florida
941 389-4206

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TALLAHASSEE, FLORIDA

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


Tara LaGrand, CPA

2-20-99
Date