

SPIEGEL & Utrera, P.A.

(Requestor's Name)

343 ALMERIA AVENUE

CORAL GABLES, FL 33134 - (305) 445-2700

99 MAY 14 AM 10:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

OFFICE USE ONLY

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

1. ~~ELITE BANKCARD SERVICES, INC.~~

(Corporation Name)

(Document #)

2. (Corporation Name)

(Document #)

3. (Corporation Name)

(Document #)

4. (Corporation Name)

(Document #)

☐ Walk-In ☐ Pick up time ☐ Certified Copy

☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS

☐	Profit
☐	NonProfit
☐	Limited Liability
☐	Domestication
☐	Other

AMENDMENTS

☐	Amendment
☐	Resignation of R.A., Officer/Director
☐	Change of Registered Agent
☐	Dissolution/Withdrawal
☐	Merger

OTHER FILINGS

☐	Annual Report
☐	Fictitious Name
☐	Name Reservation

REGISTRATION/
QUALIFICATION

☐	Foreign
☒	Limited Partnership
☐	Reinstatement
☐	Trademark
☐	Other

900002872389--9

-05/12/99--01038--013

****840.00 *****70.00

59 MAY 12 AM 11:19
DIVISION OF CORPORATION

511 W99-1174
Examiner's Initials



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 12, 1999

SPIEGEL & UTRERA, P.A.
343 ALMERIA AVENUE
CORAL GABLES, FL 33134

SUBJECT: ELITE BANKCARD SERVICES, INC.
Ref. Number: W99000011126

We have received your document for ELITE BANKCARD SERVICES, INC.. However, the document has not been filed and is being returned for the following:

Written approval and clearance of the terms BANK, BANKER, BANC, BANKING, TRUST COMPANY, BANCSHARES, SAVINGS & LOAN ASSOCIATION, SAVINGS BANK, or CREDIT UNION must be obtained from the Division of Banking and Finance, pursuant to section 655.922(2a), Florida Statutes. The address is:

Division of Banking
Director's Office
101 E. Gaines St.
Fletcher Bldg., 6th Floor.
Tallahassee, FL 32399-0350
(850) 488-1111.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 199A00026039

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 MAY 14 AM 10:06

RECEIVED

ARTICLES OF INCORPORATION
OF
ELITE MERCHANT SERVICES, INC.

FILED
99 MAY 14 AM 10:49
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the Corporation is **ELITE MERCHANT SERVICES, INC.**, (hereinafter, "Corporation").

ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this Corporation is 6376 Southwest 39th Terrace, Miami, Florida 33155 and the mailing address is the same.

ARTICLE 4 - INCORPORATOR

The name and street address of the incorporator of this Corporation is:

Elsie Sanchez
343 Almeria Avenue
Coral Gables, Florida 33134

ARTICLE 5 - OFFICERS

The officers of the Corporation shall be:

President:	E. Thomas Martin
Secretary:	Grace E. Martin
Treasurer:	Grace E. Martin

whose addresses shall be the same as the principal office of the Corporation.



SPIEGEL & UTRERA, P.A.

LAWYERS
www.amerilawyer.com

343 ALMERIA AVENUE CORAL GABLES, FL 33134 - (305) 445-2700 - (800) 603-3900 - FACSIMILE (305) 447-8900
MAILING ADDRESS - POST OFFICE BOX 144479, CORAL GABLES, FL 33114-4479

ARTICLE 6 - DIRECTOR(S)

The Director(s) of the Corporation shall be:

E. Thomas Martin

whose addresses shall be the same as the principal office of the Corporation.

ARTICLE 7 - CORPORATE CAPITALIZATION

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.



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ARTICLE 8 - SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE 9 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 10 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 11 - REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.



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ARTICLE 12 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is Spiegel & Utrera, P.A., located at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this Corporation is Spiegel & Utrera, P.A., 343 Almeria Avenue, Coral Gables, Florida 33134.

ARTICLE 13 - BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE 14 - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 15 - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.



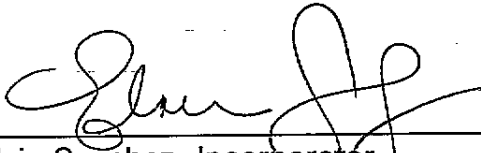
SPIEGEL & UTRERA, P.A.

L A W Y E R S

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IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged
and filed the foregoing Articles of Incorporation under the laws of the State of Florida,
this MAY 14 1999

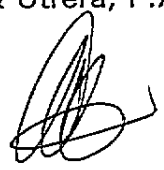


Elsie Sanchez, Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Spiegel & Utrera, P.A., having a business office identical with the registered
office of the Corporation name above, and having been designated as the Registered
Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts
the obligations of the position of Registered Agent under the applicable provisions of
the Florida Statutes.

Spiegel & Utrera, P.A.


By: _____
Natalia Utrera, Vice President

FILED
99 MAY 14 AM 10:49
SECRETARY OF STATE
TALLAHASSEE FLORIDA



SPIEGEL & UTRERA, P.A.

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