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June 9, 1999

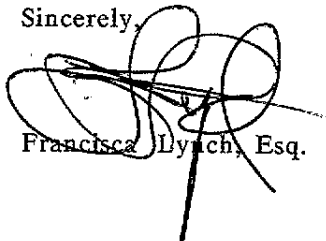
Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

500002904065-1
-06/14/99 01134-012
***122.50 ***18.75

SUBJECT: GLOBAL PAYMENT AGENTS, INC.

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and money order in the amount of \$122.50.

Sincerely,



Francisca Lynch, Esq.

FILED
99 JUN 14 AM 8:43
SECRETARY OF STATE
TALLAHASSEE FLORIDA

B. BROCK JUN 16 1999

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
GLOBAL PAYMENT AGENTS, INC.

The undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge, and file the following Articles of Incorporation for the purpose of creating a corporation under the Laws of the State of Florida.

ARTICLE I

The name and initial address of this corporation shall be:

GLOBAL PAYMENT AGENTS, INC.
2121 North Bayshore Drive, Suite 1501
Miami, Florida 33137

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
1,000	No Par Value	Common

All of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash; at a just valuation to be fixed by the Board of Directors of this corporation.

Upon the sale for cash of any new stock of the same kind, class or series as that which he already holds, every stockholder of this corporation shall have the pre-emptive right

to purchase his pro-rata share thereof at the price at which it is offered to others, whether or not in excess of par. Fractional shares need not be issued on account of this provision.

ARTICLE IV

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial registered office of this corporation shall be at **2121 North Bayshore Drive, Suite 1501, Miami, Florida 33137**, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be **BIRAME SOCK**.

ARTICLE VI

This corporation shall have at least one (1) director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the stockholders.

ARTICLE VII

The name and address of the first Director of the corporation, who shall hold office for the first year or until successors are duly elected and qualified shall be:

NAME

ADDRESS

BIRAME SOCK

**2121 North Bayshore Drive, Suite 1501
Miami, Florida 33137**

ARTICLE VIII

The name and address of the initial officer of the corporation who shall hold office for the first year of the corporation, or until successors are elected or appointed is:

**BIRAME SOCK
(President)**

**2121 North Bayshore Drive, Suite 1501
Miami, Florida 33137**

ARTICLE IX

It is the intent of the incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code.

ARTICLE X

The name and address of the incorporator is **Birame Sock**, residing at **2121 North Bayshore Drive, Miami, Florida 33137**.

ARTICLE XI

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or any officer of such other corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

ARTICLE XII

The private property of the stockholders shall not be subject to payment of the corporate debts in any extent.

ARTICLE XIII

This corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, makes and files these Articles of Incorporation hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 9th day of June 1999.



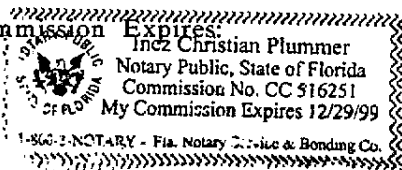
BIRAME SOCK

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, authorized to take acknowledgments in the State and County set forth above personally appeared **BIRAME SOCK**, who has produced Fla - driver's license as identification, and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation.

WITNESS MY hand and official seal in the County and State named above this 9th day of June, 1999.

My Commission Expires:



Inez Christian Plummer

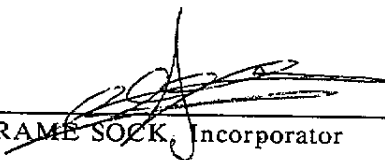
NOTARY PUBLIC, State of Florida

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.

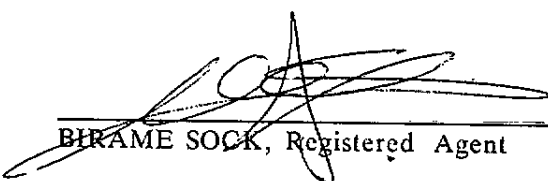
FIRST that GLOBAL PAYMENT AGENTS, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 2121 North Bayshore Drive, Suite 1501, Miami, Florida 33137, has named BIRAME SOCK as its agent to accept service of process within Florida.

Dated: 06/09/99



BIRAME SOCK, Incorporator

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.



BIRAME SOCK, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE FLORIDA