

P99000055191

TRANSMITTAL LETTER

FILED
99 JUN 17 PM 1:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

700002896887--6
-06/07/99--01125--018
*****87.50 *****87.50

Subject: US ECPay, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00

Filing Fee

☐ \$78.75

Filing Fee
& Certificate

☐ \$78.75

Filing Fee
& Certified Copy

☒ \$87.50

Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Roger K. Humbert
Name (Print of Typed)

4500 Central Avenue
Address

St. Petersburg, Florida 33711
City, State & Zip

(727) 327-7253
Daytime Telephone number

789,254512550
7/19-13597

NOTE: Please provide the original and one copy of the articles.



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 10, 1999

THOMAS F. BEGLEY
4500 CENTRAL AVENUE
ST. PETERSBURG, FL 33736

SUBJECT: PROTO, INC.
Ref. Number: W99000013597

Thomas F. Begley, COO

Q-SALES.COM
tom@q-sales.com



Roger K. Humbert, President

Q-SALES.COM
roger@q-sales.com



qrs...tuv

quantum reap sales

...the ultimate vendor

1-877-4-QRS-TUV
sales
1-800-2-FON-JOB
agents

1950 1st Avenue North
Second Floor
St. Petersburg, Florida 33713

We have received your document for PROTO, \$87.50. However, the enclosed document has been returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

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) 487-6972.

Doris Brown
Document Specialist

Letter Number: 799A00031445

Doris,
Please as per phone Request Cancel Proto, Inc.
Filing and Replace Attached Corporate Filing
Along with \$87.50 you have held in Reserve.
Any questions, please call me. Thank you
1-727-327-7253

**ARTICLES OF INCORPORATION
OF
US ECpay, INC.**

FILED
99 JUN 17 PM 1:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the provisions of Chapter 607 of the Florida Statutes, herein referred to as the Corporation, hereby agree to the following:

ARTICLE I - NAME

The Name of the Corporation shall be US ECpay, Inc.

ARTICLE II - PURPOSE AND POWERS

Section 1. The Corporation is formed for the purpose of engaging in any lawful activity or business for which corporations may be incorporated under the laws of the State of Florida.

Section 2. The Corporation may exercise all powers, rights, and privileges conferred on corporation pursuant to the laws of the State of Florida.

ARTICLE III - TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE IV - PRINCIPAL OFFICE OF CORPORATION

The principal office of the Corporation shall be 4500 Central Avenue, St.. Petersburg, FL 33711.

ARTICLE V- REGISTERED OFFICE AND AGENT

Section 1. The street address of the initial registered office of the Corporation shall be 4500 Central Avenue, St. Petersburg, Fl 33711.

Section 2. The name of the initial registered agent of the Corporation at said address shall be Roger K. Humbert.

ARTICLE VI - CAPITAL STOCK

The authorized capital stock of the Corporation shall be 7,500 shares of commons stock having a par value of \$0.01 per share.

ARTICLE VII - BOARD OF DIRECTORS

Section 1. The business and affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be hereinafter referred to as Directors.

Section 2. The initial Board of Directors of the Corporation shall consist of one (1) Directors whose names and addresses are as follows:

Name	Address
Roger K. Humbert	4500 Central Avenue St. Petersburg, FL 33711

Section 3. The number of Directors shall be as provided in the Bylaws of the Corporation, but shall not be less than one (1).

Section 4. Directors shall be elected and hold office as provided in the bylaws.

ARTICLE VIII - BYLAWS

Section 1. The Board of Directors shall adopt Bylaws for the Corporation at a meeting of the Board of Directors following the filing of these Articles of Incorporation.

Section 2. The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the shareholders in accordance with the provisions of the Bylaws.

Section 3. Any Bylaws adopted by the Board of Directors or the shareholders may be altered, amended or repealed by the other group; provided, however, that any Bylaws adopted by the shareholders may provide that it shall be altered, amended or repealed only by the shareholders.

ARTICLE IX - AMENDMENTS

Section 1. The power to amend these Articles of Incorporation may be exercised by the Board of Directors, without action of the shareholders, for matters specified by law that do not affect the substantive rights of the shareholders of the Corporation.

Section 2. The power to amend these Articles of Incorporation may be exercised by the Board of Directors, with action of the shareholders, as follows:

A. The Board of Directors shall recommend the proposed amendment to the shareholders, unless the Board of Directors determines that because of a conflict of interest or other special circumstances it should make no recommendation and communicates the basis for its determination to the shareholders with the amendment.

B. The proposed amendment shall be submitted to the shareholders and shall be adopted and approved by the shareholders in accordance with the following:

1. The proposed amendment shall be adopted at a meeting of the shareholders, where proper notice thereof has been sent to each shareholder, whether or not entitled to vote, which states that the purpose or one of the purposes of the meeting is to consider the proposed amendment, and where, at such meeting, such proposed amendment receives the affirmative vote of the shareholders of a majority of the shares

entitled to vote thereon (or such greater or lesser number as is required or permitted by law); or

2. The proposed amendment shall be adopted in an action taken by the shareholders without a meeting, without prior notice, and without a vote, if the action is evidenced by one or more written consents describing the action taken, dated and signed by approving shareholders having the requisite number of votes to adopt the proposed amendment and delivered to the Corporation in accordance with applicable law.

Section 3. The power to amend these Articles of Incorporation may be exercised by the Shareholders, without an act of the Board of Directors, if there are 35 or fewer shareholders and the proposed amendment is approved by the shareholders in accordance with one of the procedures specified in paragraph B. 1 or 2 of Section 2 above.

Section 4. If no shares have been issued, the power to amend these Articles of Incorporation may be exercised as provided by law by the Board of Directors or the incorporators.

ARTICLE X - INCORPORATOR

The name and address of the incorporator is:

Name

Address

Roger K. Humbert

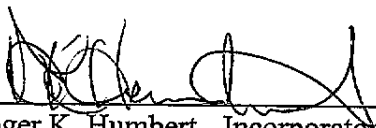
4500 Central Avenue
St. Petersburg, FL 33711

**ARTICLE XI - ELECTIONS REGARDING
CERTAIN PROVISIONS OF THE FLORIDA STATUES**

Section 1. Pursuant to Section 607.0901 of the Florida Statues, unless certain Conditions are satisfied or unless these Articles of Incorporation contain a provision expressly electing not to be governed by Section 607.0901, an affiliated transaction shall only be approved by an affirmative vote of the holders of two thirds (2/3) of the voting shares other than the shares beneficially owned by the interested shareholder. For purposes of this Corporation, section 607.0901 of the Florida Statues shall not apply.

Section 2. Pursuant to Section 607.0902 of the Florida Statues, unless otherwise provided in these Articles of Incorporation or Bylaws of this Corporation, before a control-share acquisition has occurred, in the event control shares acquired in a control-share acquisition are accorded full voting rights and acquiring person has acquired control shares with a majority or more of all voting power, all shareholders of an issuing public corporation shall have dissenters' rights to receive the fair value of their shares as provided by law. For purposes of this Corporation, Section 607.0902 of the Florida Statues shall not apply.

IN WITNESS WHEREOF, for purposes of forming a corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation on the 15 Day of June, 1999



Roger K. Humbert - Incorporator

CERTIFICATE OF DESIGNATION AND ACCEPTANCE
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501 of the Florida Statutes, the following corporation, organized under the laws of the State of Florida, submits this statement for the purpose of designating the registered office/registered agent in the State of Florida and evidencing the registered agent's acceptance of that position.

1. The name of the Corporation is: **US ECPay, Inc.**

2. The name and address of the
Registered agent and office is:

Roger K. Humbert
4500 Central Avenue
St. Petersburg, FL 33711

Signature: _____

Roger K. Humbert

TITLE: Incorporator

DATE: June 15, 1999

FILED
99 JUN 17 PM 1:02
SECRETARY OF STATE
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.

Signature: _____

Roger K. Humbert

DATE: June 15, 1999