

TRANSMITTAL LETTER

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

000002910150--8  
-06/21/99--01058--002  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: UNIVERSAL ELECTRONIC PROCESSING, 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 of Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

ADDITIONAL COPY REQUIRED

FROM: Gavin Kahn, Esq.  
Name (Printed or typed)

855 SW 78th Avenue  
Address

Plantation, FL 33324  
City, State & Zip

(954) 453-7030  
Daytime Telephone number

FILED  
99 JUN 21 AM 9:26  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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

**ARTICLES OF INCORPORATION**  
**OF**  
**UNIVERSAL ELECTRONIC PROCESSING, INC.**

**FILED**  
99 JUN 21 AM 9:26  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned, acting as incorporator of **UNIVERSAL ELECTRONIC PROCESSING, INC.** under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I - NAME**

The name of the corporation shall be **UNIVERSAL ELECTRONIC PROCESSING, INC.**

**ARTICLE II - EXISTENCE**

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

**ARTICLE III - ADDRESS**

The principal business address of this corporation shall be: 855 SW 78th Avenue, Plantation, FL, 33324.

**ARTICLE IV - PURPOSE**

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

**ARTICLE V - SHARES**

The maximum number of shares that the corporation is authorized to have outstanding at any time is 100 shares of common stock having a par value of \$1.00 per share.

**ARTICLE VI - INITIAL REGISTERED AGENT AND STREET ADDRESS**

The street address of the initial registered office of the corporation is 855 SW 78th Avenue, Plantation, FL, 33324 and the name of the corporation's initial registered agent at that address is Michael Pardes.

ARTICLE VII - INITIAL DIRECTORS

The initial Board of Directors shall consist of a total of five (5) persons and the names and addresses of the persons who are to serve are:

Ted Liebowitz, 855 SW 78th Avenue, Plantation, FL, 33324  
Michael Pardes, 855 SW 78th Avenue, Plantation, FL, 33324  
Howard Markowitz, 855 SW 78th Avenue, Plantation, FL, 33324  
Sara Liebowitz, 855 SW 78th Avenue, Plantation, FL, 33324  
Nelson Braff, 855 SW 78th Avenue, Plantation, FL, 33324

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are: Michael Pardes, 855 SW 78th Avenue, Plantation, FL, 33324.

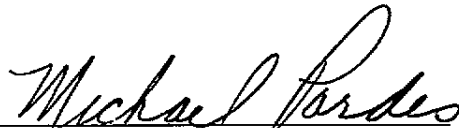
ARTICLE IX - BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE X - AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation on the date set forth below.

  
Michael Pardes, Incorporator

6/17/1999  
Date

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED**

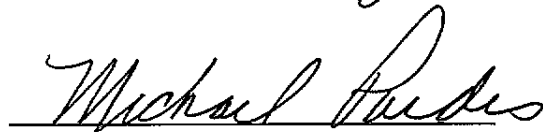
Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That **UNIVERSAL ELECTRONIC PROCESSING, INC.** desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 855 SW 78th Avenue, Plantation, FL, 33324 has named Michael Pardes as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, the undersigned agrees to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and is familiar with, and accepts, the obligations of that position.

Dated this 17 day of June 1999.

  
Michael Pardes, Registered Agent

**FILED**  
99 JUN 21 AM 9:26  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA