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Florida Department of State

Division of Corporations

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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

FLORIDA PROFIT CORPORATION OR P.A.**DCM PROCESSORS, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

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99 JUL 13 AM 7:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

TO: SECRETARY OF STATE, STATE OF FLORIDA, TALLAHASSEE,
FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation
under the Florida General Corporation Act, hereby adopt(s) the following
Articles of Incorporation.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE I NAME

The name of the Corporation shall be:

DCM PROCESSORS, INC.

The principal place of business of this corporation shall be:

6231 SW 78th Street Apt 16
South Miami, FL 33143

ARTICLE II NATURE OF BUSINESS

This corporation may engage in any business permitted under the laws of
the United State, the State of Florida, or any other State, Country,
Territory, or Nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its value that this
corporation is authorized to have outstanding at any one time is: 1000.

Prepared by:

Nations Business Center, Inc.

3900 NW 79th Avenue, Suite 326
Miami, FL 33166
(305) 591-9448

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is (are): Donald C. Marsh and Karen Zeller, whom resides at 6231 SW 78th Street Apt 16, South Miami, FL 33143.

ARTICLE VI INCORPORATOR(S)

The names(s) and street address(es) of the incorporator(s) to these articles of incorporation is (are): Donald C. Marsh and Karen Zeller whom resides at 6231 SW 78 Street Apt 16, South Miami, FL 33143.

IN WITNESS WHEREOF, the undersigned incorporator(s) has (have) executed these articles Of Incorporation this 13 day of July, 1999.

Signature(s) of Incorporator(s)

Donald C Marsh

Donald C Marsh Incorporator/Director

Karen R Zeller

Karen Zeller Incorporator/Director

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the
Undersigned Corporation, organized under the laws of the State of
Florida, submits the following statement in designating the registered
office/registered agent, in the State of Florida.

1. The name of the corporation: DCM Processors, Inc.
2. The name and address of the registered agent and office is:

Donald C Marsh
6231 SW 78 Street Apt 16
South Miami, FL 33143

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SIGNATURE: Donald C Marsh

TITLE: Incorporator/Registered Agent

Date: 7/13/99

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE STATED 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 AND COMPLETE
PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND
OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE: Donald C Marsh

Date: 7/13/99