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LILA INGATE MCHENRY

July 15, 1999

Division of Corporations  
George Firestone Building  
409 East Gaines Street  
Tallahassee, FL 32301

Via Hand Delivery

00000232350--8  
-07/15/99-01055-910  
\*\*\*\*\*38.75 \*\*\*\*\*38.75

To Whom It May Concern:

Enclosed for filing, please find the **ARTICLES OF INCORPORATION**, along with a check in the amount of \$78.75 for the applicable filing fees and fees to obtain a **CERTIFIED COPY** of the Articles of Incorporation for the following entity:

**Cardworx, Inc.**

Upon receipt, please "date-stamp" the copy of the letter provided and call Ann Cotroneo at 222-7717, when the document is ready. Thank you for your assistance in this matter.

Very truly yours,

*Kelly B. Plante*  
Kelly B. Plante

KBP/amc  
Enclosures  
GHRCORP/GHR.171  
Buchanan/8925-1

gjc 7/15

**ARTICLES OF INCORPORATION  
OF  
CARDWORX, INC.**

**FILED**  
99 JUL 15 PM 3:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of this corporation is CARDWORX, INC.

**ARTICLE II - ADDRESS**

The principal office of the corporation is 2612 Kimberly Drive, Deltona, Florida 32738.

**ARTICLE III - DURATION**

This corporation shall exist perpetually.

**ARTICLE IV - PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

**ARTICLE V - CAPITAL STOCK**

This corporation is authorized to issue 1,500,000 Class A Voting Common shares having a par value of \$0.02 per share, 500,000 Class B Non-Voting Common shares having a par value of \$0.02 per share, and 1,750,000 Preferred shares having a par value of \$0.02 per share. Upon liquidation of the Corporation, shareholders owning Preferred shares shall receive \$1.00 per share preference prior to distribution of any liquidation proceeds to Class A Voting and Class B Non-Voting shareholders. The balance of any liquidation proceeds after such payment to the Corporation's preferred shareholders shall be distributed on a pro rata basis among all the holders of Class A Voting shares, Class B Non-Voting and, and Preferred shares.

## ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be:

201 E. Pine Street, Suite 1200  
Orlando, Florida 32801

The name of the initial registered agent of this corporation at that address shall be:

William A. Boyles

## ARTICLE VII - INITIAL BOARD OF DIRECTORS AND OFFICERS

A. This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one (1).

B. The names and addresses of the initial directors and officers of this corporation are as follows:

<u>Name</u>	<u>Street Address</u>	<u>Office</u>
Percy van Rijn	2612 Kimberly Drive Deltona, Florida 32738	Director President
Jaap van Rijn	2612 Kimberly Drive Deltona, Florida 32738	Director Vice President Secretary Treasurer

## ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is:

<u>Name</u>	<u>Address</u>
William A. Boyles	201 E. Pine Street, Suite 1200 Orlando, Florida 32801

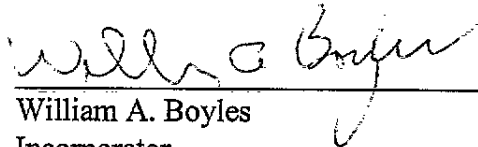
ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 14<sup>th</sup> day of July, 1999.

  
\_\_\_\_\_  
William A. Boyles  
Incorporator

STATE OF FLORIDA  
COUNTY OF ORANGE

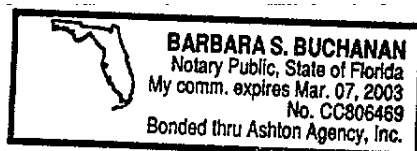
The foregoing instrument was acknowledged before me this 14<sup>th</sup> day of July, 1999, by William A. Boyles.

  
\_\_\_\_\_  
Signature of Notary Public

BARBARA S. BUCHANAN  
\_\_\_\_\_  
(Print Notary Name)

My Commission Expires: \_\_\_\_\_  
Commission No.: \_\_\_\_\_

AFFIX NOTARY STAMP

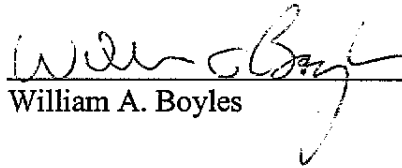


☒ Personally known, or  
☐ Produced Identification  
Type of Identification Produced: \_\_\_\_\_

## CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the registered agent in the Articles of Incorporation of CARDWORX, INC., I hereby accept and agree to act in this capacity.

Dated: July 14<sup>th</sup>, 1999.

  
\_\_\_\_\_  
William A. Boyles

FILED  
99 JUL 15 PM 3:27  
CLERK OF STATE  
TALLAHASSEE, FLORIDA