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August 18, 1999

Fla. Dept. of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Fla.  
32314

800002967038--9  
-08/23/99--01116--007  
\*\*\*\*\*75.00 \*\*\*\*\*75.00

Dear Sirs:

Enclosed please find articles of incorporation for filing CASHWARE, Inc. and appropriate fee. Please process and forward charter number to 2515 S. Atl. Ave. Suite 203, Cocoa Beach, Fla. 32931.

Thank you for your usual prompt attention.

Sincerely,

*Tom Veal*

Tom Veal

*[Signature]*

**FILED**  
99 AUG 23 PM 4:15  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FILED  
99 AUG 23 PM 4:15  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION  
OF

CASHWARE, INC.

ARTICLE I NAME & ADDRESS:

THE NAME AND ADDRESS OF THIS CORPORATION ARE:

CASHWARE, INC.  
2515 S ATL AV STE 203  
COCOA BEACH, FLORIDA 32931

ARTICLE II PURPOSE:

THIS CORPORATION IS ORGANIZED FOR THE PURPOSE OF TRANSACTING ANY  
AND ALL LAWFUL BUSINESS.

ARTICLE III CAPITAL STOCK:

THIS CORPORATION IS AUTHORIZED TO ISSUE ONE HUNDRED (100) SHARES  
OF \$10.00 PAR VALUE OF COMMON STOCK.

ARTICLE IV PREEMPTIVE RIGHTS:

EVERY STOCKHOLDER, UPON THE ISSUANCE OR SALE OF EITHER NEW OR  
TREASURY STOCK FOR CASH, PROPERTY, SERVICES, IN PAYMENT OF  
CORPORATE DEBTS OR OTHERWISE SHALL HAVE THE RIGHT TO PURCHASE  
HIS\HER PROPORTIONATE SHARE THEREOF.

ARTICLE V INITIAL REGISTERED  
OFFICE AND AGENT:

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS  
CORPORATION IS 2515 S ATL AV STE 203, COCOA BEACH, FLORIDA 32931  
AND THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION AT  
THAT ADDRESS IS TOM VEAL WHICH AGENT, PURSUANT TO SECTION 48.091,  
FLORIDA STATUTES, SHALL ACCEPT SERVICE OF PROCESS WITHIN THIS  
STATE.

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ARTICLE VI BOARD OF DIRECTORS:

THIS CORPORATION SHALL HAVE TWO (2) DIRECTORS INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DECREASED FROM TIME TO TIME IN SUCH MANNER AS MAY BE PRESCRIBED BY THE BYLAWS. THE NAME AND ADDRESSES OF THE INITIAL DIRECTORS OF THIS CORPORATION IS:

| <u>NAME</u> | <u>ADDRESS</u>                                      |
|-------------|-----------------------------------------------------|
| TOM VEAL    | 2515 S ATL AV STE 203<br>COCOA BEACH, FLORIDA 32931 |
| TOM MARKELL | 2515 S ATL AV STE 203<br>COCOA BEACH, FLORIDA 32931 |

THE CORPORATION SHALL INDEMNIFY AND HOLD HARMLESS EACH PERSON WHO SHALL SERVE AT ANY TIME HEREAFTER AS A DIRECTOR OR OFFICER OF THE CORPORATION, AND ANY PERSON WHO SERVES AT THE REQUEST OF THIS CORPORATION AND AGAINST ANY AND ALL CLAIMS AND LIABILITIES TO WHICH SUCH PERSON SHALL BECOME SUBJECT BY REASON OF HIS\HER HAVING HERETOFORE OR HEREAFTER BEING A DIRECTOR OR OFFICER OR AGENT OF THE CORPORATION, OR BY REASON OF ANY ACTION ALLEGED TO HAVE BEEN HERETOFORE OR HEREAFTER TAKEN OR OMITTED BY HIM\HER AS SUCH DIRECTOR OR OFFICER OR AGENT, AND SHALL REIMBURSE EACH SUCH PERSON FOR ALL EXPENSES (INCLUDING ATTORNEY'S FEES) REASONABLY INCURRED BY HIM\HER IN CONNECTION WITH ANY SUCH CLAIM OR LIABILITY; PROVIDED THAT NO PERSON SHALL BE INDEMNIFIED AGAINST, OR BE REIMBURSED FOR ANY EXPENSES INCURRED IN CONNECTION WITH ANY CLAIM OR LIABILITY AS TO WHICH IT SHALL BE ADJUDGED THAT SUCH OFFICER OR DIRECTOR OR AGENT IS LIABLE FOR GROSS NEGLIGENCE OR WILLFUL MISCONDUCT IN THE PERFORMANCE OF HIS\HER DUTIES.

THE RIGHTS ACCRUING TO ANY PERSON UNDER THE FOREGOING PROVISIONS SHALL NOT EXCLUDE ANY OTHER RIGHT TO WHICH HE\SHE MAY BE LAWFULLY ENTITLED, NOR SHALL ANYTHING HEREIN CONTAINED RESTRICT THE RIGHT OF THE CORPORATION TO INDEMNIFY OR REIMBURSE SUCH PERSON IN ANY PROPER CASE EVEN THOUGH NOT SPECIFICALLY HEREIN PROVIDED FOR.

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 THE 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 THE CORPORATION, PROVIDED THAT THE FACT THAT HE\SHE OR SUCH FIRM SO INTERESTED SHALL BE DISCLOSED OR SHALL HAVE BEEN KNOWN TO THE BOARD OF DIRECTORS OR SUCH MEMBERS THEREOF AS SHALL BE PRESENT AT ANY MEETING OF THE BOARD AT WHICH

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ACTION UPON ANY SUCH CONTRACT OR TRANSACTION SHALL BE TAKEN, AND ANY DIRECTOR OF THE CORPORATION WHO IS ALSO A DIRECTOR OR OFFICER OR SUCH OTHER CORPORATION, OR IS SO INTERESTED, MAY BE COUNTED IN DETERMINING THE EXISTENCE OF A QUORUM AT ANY MEETING OF THE BOARD OF DIRECTORS OF THE CORPORATION WHICH SHALL AUTHORIZE ANY SUCH CONTRACT OR TRANSACTION, AND MAY VOTE THEREAT TO AUTHORIZE ANY SUCH CONTRACT OR TRANSACTION WITH LIKE FORCE AND EFFECT AS IF HE\SHE WERE NOT SUCH DIRECTOR OR OFFICER OF SUCH OTHER CORPORATION OR NOT SO INTERESTED.

ARTICLE VII INCORPORATOR:

THE NAME AND ADDRESS OF THE PERSON SIGNING THESE ARTICLES IS:  
TOM VEAL 2515 S ATL AV STE 203, COCOA BEACH, FLORIDA 32931


ARTICLE VIII AMENDMENT:

THIS CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY PROVISION CONTAINED IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENT HERETO, AND ANY RIGHT CONFERRED UPON THE SHAREHOLDERS IS SUBJECT TO THIS RESERVATION.

ARTICLE IX BYLAWS:

THE POWER TO ADOPT, ALTER, AMEND OR REPEAL BYLAWS SHALL BE VESTED IN THE BOARD OF DIRECTORS.

IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBER HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 17 DAY OF AUGUST 1999.

  
\_\_\_\_\_  
SUBSCRIBER

STATE OF FLORIDA

COUNTY OF BREVARD

I HEREBY CERTIFY THAT ON THIS DAY BEFORE ME, A NOTARY PUBLIC, DULY AUTHORIZED IN THE STATE AND COUNTY ABOVE NAMED, TO TAKE ACKNOWLEDGMENTS, PERSONALLY APPEARED,

TOM VEAL

TO ME KNOWN TO BE THE PERSON(S) WHO EXECUTED THE FOREGOING ARTICLE OF INCORPORATION AND WHO ACKNOWLEDGED BEFORE ME THAT HE EXECUTED THOSE ARTICLES OF INCORPORATION.

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HYACINTH R. PRICE  
COMMISSION # CC634023  
EXPIRES APR 22, 2001  
BONDED THROUGH  
ATLANTIC BONDING CO., INC.

WITNESS MY HAND OFFICIAL SEAL IN THE COUNTY AND STATE NAMED  
ABOVE THIS 19<sup>th</sup> DAY OF AUGUST, 1999.

Hyacinth R Price  
NOTARY PUBLIC

MY COMMISSION EXPIRES: 4-22-01

THE UNDERSIGNED HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR  
THE ABOVE CORPORATION AT THE PLACE DESIGNATED IN ARTICLE VI HEREOF,  
HEREBY ACCEPTS SUCH AGENCY AND AGREES TO COMPLY WITH THE PROVISIONS  
OF THE FLORIDA STATUTES RELATIVE TO KEEPING OPEN SAID OFFICE.

To-Vel  
REGISTERED AGENT

FILED

99 AUG 23 PM 4:15

SECRETARY OF STATE  
TALLAHASSEE FLORIDA