



ACCOUNT NO. : 072100000032

REFERENCE : 368814 7132640

AUTHORIZATION :

Patricia Pigato

COST LIMIT : \$ 78.75

ORDER DATE : September 9, 1999

ORDER TIME : 10:56 AM

ORDER NO. : 368814-005

CUSTOMER NO: 7132640

000002990710--2

CUSTOMER: Amy Lewis Bergen, Esq
BUCHANAN INGERSOLL, P.C.
BUCHANAN INGERSOLL, P.C.
Suntrust Financial Center
401 E. Jackson Street, #2500
Tampa, FL 33602

DOMESTIC FILING

NAME: BANK 1ST CARD SERVICES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

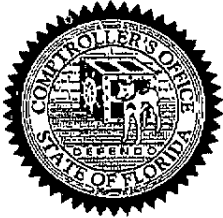
CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

PLEASE NOTE: LETTER OF CONSENT FROM DIV. OF BANKING AND
FINANCE INCLUDED CONSENTING TO USE OF THE
WORD 'BANK' IN NAME OF CORPORATION.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP 20 PM 4:22

9/20/99
99 SEP 20 PM 11:19
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

OFFICE OF THE COMPTROLLER
DEPARTMENT OF BANKING AND FINANCE
STATE OF FLORIDA
TALLAHASSEE
32399-0350

September 15, 1999

Ms. Amy Lewis Bergen
Buchanan Ingersoll
SunTrust Financial Center
401 E. Jackson Street
Suite 2500
Tampa, Florida 33602

Dear Ms. Bergen:

Re: "Bank 1st Card Services, Inc."

Thank you for your recent letter/fax requesting approval for use of the above-referenced name.

It is the opinion of this Department that the above-referenced corporate name is definitive enough to differentiate the business being conducted from that of a commercial bank or trust company. Therefore, the Department does not object to your use of the above-referenced name being registered to conduct business in the state of Florida.

Sincerely,

A handwritten signature in dark ink, appearing to read "Art Simon".

Art Simon
Director

:kr

cc: Karon Beyer, Chief
Bureau of Corporate Records
Division of Corporations
Secretary of State's Office

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP 20 PM 4:23

ARTICLES OF INCORPORATION

OF

BANK 1ST CARD SERVICES, INC.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 SEP 20 PM 4: 23

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME AND ADDRESS

The name of the corporation shall be Bank 1st Card Services, Inc. (the "Corporation"). The address of the principal office of the Corporation shall be 13295-A U.S. Highway 92 East, Dover, Florida 33527, and the mailing address shall be the same.

ARTICLE II. CAPITAL STOCK

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is one hundred thousand (100,000) shares of common stock having a par value of \$0.01 per share.

ARTICLE III. INITIAL REGISTERED AGENT AND STREET ADDRESS

The street address of the initial registered office of the Corporation shall be 401 E. Jackson Street, Suite 2500, Tampa, Florida 33602, and the name of the initial registered agent of the Corporation at that address is James J. Kennedy, III.

ARTICLE IV. INCORPORATOR

The name and street address of the incorporator is James J. Kennedy, III, 401 E. Jackson Street, Suite 2500, Tampa, Florida 33602.

ARTICLE V. NUMBER OF DIRECTORS

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one (1), the exact number to be determined from time to time in accordance with the Bylaws.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

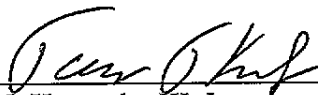
The name and street address of the initial directors of the Corporation, who shall hold office until the first annual meeting of shareholders, and thereafter until his successor are elected as follows:

Steven M. Decker 5084 Rock Glen Turn
Mulberry, Florida 33860

Mark F. Jordan 1454 Shakespeare Drive
Dover, Florida 33527

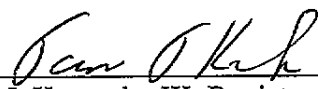
James E. Young 1802 So. Golfview Drive
Plant City, Florida 33567

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 8th day of September, 1999.


James J. Kennedy, III, Incorporator

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, 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.

DATED: September 8th, 1999


James J. Kennedy, III, Registered Agent

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DIVISION OF CORPORATIONS
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