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FILED
99 OCT 20 AM 10:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99000093131

October 14, 1999

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

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-10/20/99--01033--016
*****78.75 *****78.75

Gentlemen:

Enclosed please find the Articles of Incorporation of Merchant
Financial Solutions, Inc. and a check for \$78.75 payable to Division of
Corporations.

Very truly yours,


Leonardo Gravier

D. BROWN OCT 22 1999

ARTICLES OF INCORPORATION
MERCHANT FINANCIAL SOLUTIONS, INC.

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ARTICLE I - NAME

The name of the corporation is:

MERCHANT FINANCIAL SOLUTIONS, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the Laws of the State of Florida. Corporate existence shall commence at the time of filing of the Articles by the Department of State, State of Florida.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of One Dollar (\$1.00) par value common stock which shall be designated "COMMON SHARES."

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED AGENT AND PRINCIPAL OFFICE OF THE CORPORATION

The street address of the initial registered office of this corporation is 3804 Alhambra Circle, Coral Gables, Florida 33134 and the name of the initial registered agent of this corporation at that address is Heberto R. Espinosa. The principal office of the corporation will be 3804 Alhambra Circle, Coral Gables, Florida 33134.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director 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. The name and address of the initial director of this corporation is:

Heberto R. Espinosa

3804 Alhambra Circle
Coral Gables, Florida 33134

ARTICLE VIII - INCORPORATOR

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

Heberto R. Espinosa
3804 Alhambra Circle
Coral Gables, Florida 33134

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 - CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by the Board of Directors or the holders of not less than one tenth of all the shares entitled to vote at the meeting.

ARTICLE XI - SHAREHOLDER QUORUM AND VOTING

The majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XII - APPROVAL OF
SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

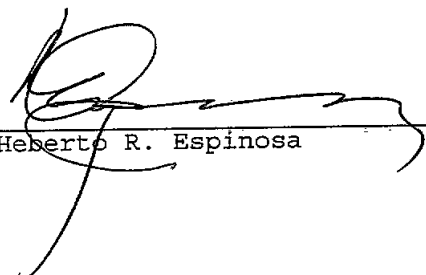
ARTICLE XIII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIV - 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.


In Witness Whereof, the undersigned subscriber has executed these articles of incorporation this _____ day of _____, 19__.


Heberto R. Espinosa

STATE OF FLORIDA)
 - SS:
COUNTY OF DADE)

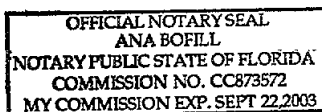
BEFORE ME, a notary public authorized to take acknowledgement in the state and county set forth above, personally appeared Heberto R. Espinosa, known to me and known by me to be the person who executed the foregoing articles of incorporation, and he (they) acknowledged before me that he (they) executed those articles of incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and affixed my official seal in the State and county aforesaid, this 14th day of OCT. 1999

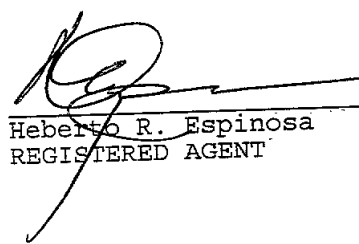


NOTARY PUBLIC, State of Florida
at Large

My commission expires



I, the undersigned, having been named as initial registered agent of the corporation in the foregoing articles of incorporation hereby accept said office and will serve in said capacity.



Heberto R. Espinosa
REGISTERED AGENT

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