

P99000100655

RAWN C. WILLIAMS
1900 N.W. 55TH Street
Miami, Florida 33142

November 10, 1999

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

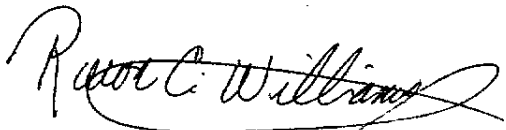
900003044369--2
-11/15/99--01115--003
*****78.75 *****78.75

**RE: Articles of Incorporation for: HI-TECH MERCHANT
SERVICES, INC.**

Dear Sir or Madam:

Enclosed please find the original and a copy of the Articles of Incorporation for HI-TECH MERCHANT SERVICES, INC., along with a check for \$78.75 to cover the \$70.00 filing fee and \$8.75 for a certified copy.

Sincerely,



RAWN C. WILLIAMS
RCM/ptl
encl.

FILED
99 NOV 15 AM 10:49
SECRETARY OF STATE
TALLAHASSEE FLORIDA

CP
11-17-99
5

ARTICLES OF INCORPORATION
OF
HI-TECH MERCHANT SERVICES, INC.

FILED
99 NOV 15 AM 10:49
SECRETARY OF STATE
TALLAHASSEE FLORIDA

We, the undersigned, do hereby associate ourselves together and subscribe to these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, and subject to the following provisions:

ARTICLE ONE

The name of the corporation shall be: HI-TECH MERCHANT SERVICES, INC.

ARTICLE TWO

The corporation may engage in any activity or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE THREE

The maximum number of shares of stock which the corporation shall have outstanding at any time, shall be One Hundred (100) Shares of stock which shall be common stock of a par value of \$1.00 per share. All or any part of the capital stock may be paid for either in lawful monies of the United States of America, or in services, at a true valuation thereof.

ARTICLE FOUR

This corporation shall begin business with a minimum capital of the amount of One Hundred (\$100.00) Dollars.

ARTICLE FIVE

This corporation shall have perpetual existence.

ARTICLE SIX

The principal office of the corporation shall be located at: 1900 N.W. 55 Street, Miami, Florida 33142.

Other offices for the transaction of business may be located wherever the Directors may deem necessary or expedient.

ARTICLE SEVEN

The business of the corporation shall be managed by a Board of Directors, who need not be stockholders of the corporation. The number of Directors, not less than one, shall be fixed by resolution of the stockholders at any regular or special meeting, subject to the manner of holding such meetings prescribed by the by-laws.

ARTICLE EIGHT

The names and post office addresses of the members of the First Board of Directors and the officers who shall hold offices for the first year existence of the corporation or until their successors are elected or appointed and have qualified, are as follows:

Board of Directors:

Rawn C. Williams 1900 N.W. 55 Street, Miami, Florida 33142

Officers:

Pres./Vice Pres./Treasurer Rawn C. Williams, 1900 NW 55 Street,
Miami, Florida 33142

ARTICLE NINE

The names and post office addresses of each of the subscribers to these Article of Incorporation and the number of shares of stock which each subscriber agrees to take, are as follows:

Rawn C. Williams, 1900 NW 55 Street, Miami, Florida 33142; 100 shares

ARTICLE TEN

This corporation shall have full power to carry on and transact each or all of the businesses enumerated in Article Two, and shall have all the general and additional powers now and hereafter conferred upon it by law.

ARTICLE ELEVEN

Upon election of a Board of Directors by the stockholder, such Board of Directors shall manage the business affairs of this corporation without the necessity of further authority from the stockholders, except as by law or in these Articles of Incorporation otherwise provided: any action of such Board of Directors may be rescinded, or any officer or director removed from office, only upon a vote of stockholders holding a majority of the stock of the corporation which may at such time be actually issued unless

otherwise provided by the by-laws of the Board of Directors. All holders of common stock of this corporation shall be entitled to vote the same in the manner provided by law whether said stock be fully or partially paid unless otherwise determined by the Board of Directors at or before the time of issuance thereof.

ARTICLE THIRTEEN

The corporation does hereby designate the following address as its registered office:

1900 N.W. 55 Street, Miami, Florida 33142

The corporation does hereby designate RAWN C. WILLIAMS of 1900 N.W. 55 Street, Miami, Florida 33142, as its Registered Agent.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand and affixed his seal this 11th day of November, 1999.


RAWN C. WILLIAMS

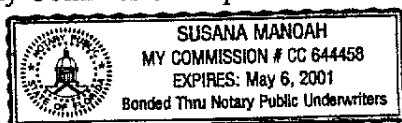
STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgments, personally appeared RAWN C. WILLIAMS, who, after being by me first duly sworn, executed the foregoing Articles of Incorporation, freely and voluntarily for the purpose therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, Dade County, Florida, this 11th day of November, 1999.

My Commission Expires:




NOTARY PUBLIC, State of Florida

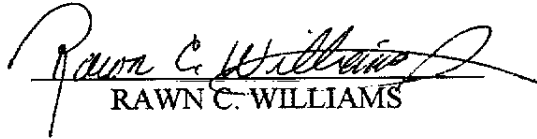
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

Pursuant Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

First that HI-TECH MERCHANT SERVICES, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at 1900 N.W. 55th Street, Miami, Florida 33142, has named RAWN C. WILLIAMS, located at 1900 N.W. 55th Street, Miami, Florida 33142, as its agent to accept service of process.

ACKNOWLEDGMENT

Having been named to accept service of process for the above named corporation, at the place designated, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


RAWN C. WILLIAMS

FILED
99 NOV 15 AM 10:49
SECRETARY OF STATE
TALLAHASSEE FLORIDA