

Charter Number Only

12-02-99
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VALIDATION ONLY

Requestor's Name

Address

City

State

ZIP

Phone

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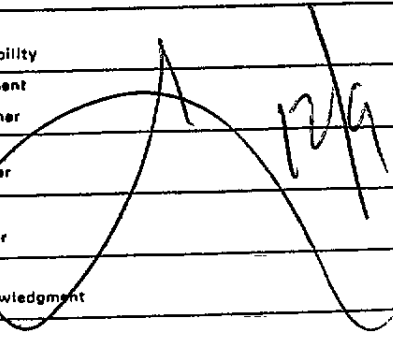
CORPORATION(S) NAME

Advantacard Centl. LTD. Cenc.

FILED
99 DEC -9 PM 12:05
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RECEIVED
99 DEC -7 AM 9:59

- | | | |
|---|--|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input checked="" type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| | | <input type="checkbox"/> Mail Out |

Name	
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~~1099-27927~~



Empire Toll Free: 1-800-432-3028



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 7, 1999

EMPIRE

MIAMI, FL

SUBJECT: ADVANTACARD INTL. LTD. INC.
Ref. Number: W99000027922

We have received your document for ADVANTACARD INTL. LTD. INC..
However, the document has not been filed and is being returned for the following:

PLEASE REMOVE THE LTD. FROM CORPORATE NAME OR SPELLED
LIMITED OUT.

Please return the original and one copy of your document, along with a copy of
this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call
(850) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 399A00057559

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

Advantacard Int'l. Limited Inc.
(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

Advantacard Int'l. Limited Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted for the laws of the United States and the State of Florida.

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TALLAHASSEE FLORIDA

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue one thousand shares (1000) of ONE Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME	<u>Philip C. Westbrook</u>		
ADDRESS	<u>840 S.W. 3rd Ave Suite 8</u>		
CITY	<u>Panama Beach</u>	FLORIDA	ZIP <u>33060</u>

The principal office, if known, or the mailing address of the corporation is:

NAME	<u>Advantacard Int'l.</u>		
ADDRESS	<u>840 S.W. 3rd Ave Suite 8</u>		
CITY	<u>Panama Beach</u>	FLORIDA	ZIP <u>33060</u>

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	<u>Philip G. Westbrook</u>		
ADDRESS	<u>840 S.W. 3rd Ave - S H 8</u>		
CITY	<u>Panama Beach</u>	STATE	<u>FL</u> ZIP <u>33060</u>
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	<u>Philip G. Westbrook</u>		
ADDRESS	<u>840 S.W. 3rd Ave - S H 8</u>		
CITY	<u>Panama Beach</u>	STATE	<u>FL</u> ZIP <u>33060</u>
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 6th day of Dec, 19 99.

Philip G. Westbrook (Seal)

____ (Seal)

____ (Seal)

CERTIFICATE AND KNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
OF

Advanced Int'l. Limited Inc.
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at 840 SW 3rd Ave S H 8
Pompano Beach FL 33060

has named Philip C. Westbrook
located at the aforesaid address, as its Registered Agent to accept service of process within
this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated
corporation at the place designated in this certificate, and being familiar with the obliga-
tions of that position, I hereby accept to act in this capacity, and agree to comply with the
provisions of Florida Law in keeping open said office.

Philip C. Westbrook
(registered agent)

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TALLAHASSEE
FLORIDA