

FILED EFFECTIVE

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AMENDED ARTICLES OF INCORPORATION

SECRETARY OF STATE
STATE OF IDAHO

OF

AALL AMERICAN CREDIT CARD SOLUTIONS, INC.

Effective as of November 23, 2003 (the "**Effective Date**"), the Amended Articles of Incorporation of AALL American Credit Card Solutions, Inc. are in their entirety as follows:

Article 1

NAME OF THE CORPORATION

The name of the corporation is AALL American Credit Card Solutions, Inc. (the "**Corporation**").

Article 2

PURPOSES OF THE CORPORATION

The purposes for which the Corporation is organized is to engage in the solicitation, contracting, and processing of credit cards and credit card processing equipment and computer programs in the United States and Internationally, and all other things relating to processing and financing credit cards and to do any and all other lawful activities of whatsoever kind or nature.

Article 3

SHARES

3.1 Stock. The aggregate number of shares the Corporation is authorized to issue shall be 2,000,000 shares, with no par value, consisting of 1,000,000 common shares of voting stock (the "**Voting Common Stock**") and 1,000,000 common shares of nonvoting stock (the "**Nonvoting Common Stock**"). Shares of Common Stock may only be issued by a majority vote of the Corporation Board of Directors.

3.2 Transfer. The Shares or any interest in shares the authorized Stock of the Company shall not be voluntarily or involuntarily transferred by or from a shareholder except:

Cross purchases made by shareholders in connection with the purchase of shares of other shareholders provided the "purchasing shareholders" of such shares shall give twenty (20) days prior written notice of the transfers given to all "non participating shareholders". The "non participating shareholders" shall have the right to purchase the respective pro rata percentages of such shares based on the number of shares owned by them at the at fair market value or offering price whichever is lower. The "non participating shareholders" shall give within ten (10) days upon receipt of such notice from "purchasing shareholders" written notice indicating their exercise of right to or declination to purchase.

A transfer or attempt to transfer of any shares or any interest in the shares in violation of this Article shall be void.

IDAHO SECRETARY OF STATE
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CARD SOLUTIONS, INC. - 1

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3.3 Treasury Shares. Unless a resolution of the Board of Directors provides that reacquired shares shall constitute authorized but unissued shares, any shares reacquired by the Corporation shall be Treasury Shares and may be held, used, resold, or disposed of free of any restrictions that would be imposed on the original issuance of shares of the Corporation.

Article 4 PREEMPTIVE RIGHTS

Shareholders of the Corporation shall have no preemptive rights to acquire stock in the Corporation.

Article 5 CUMULATIVE VOTING

Voting Shareholders of the Corporation have the right to cumulate their votes for Board of Directors.

Article 6 NOTICE OF MEETINGS AND VOTING

6.1 Notice. Written notice of meetings shall be delivered to all shareholders of the Corporation. Notice of meetings shall be given pursuant to the Bylaws of the Corporation.

6.2 Voting. Each outstanding Voting Share of stock shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of shareholders, except the election of directors which shall be cumulative.

Article 7 REGISTERED OFFICE AND AGENT

The address of the registered office of the Corporation is ~~P.O. Box 1647~~, Boise, Idaho 83701, and the name of the registered agent at such address is Gary D. Babbitt.

877 W Main St #1000

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Article 8 BOARD OF DIRECTORS

The number of directors constituting the board of directors of the Corporation will be no less than one (1) and no greater than five (5). Under the Articles of Incorporation and until changed as provided in the Corporation's Bylaws, the number of directors who constitute the Board of Directors is one (1). The names and addresses of such persons to serve as the directors are as follows:

Name	Address
Stan S. Schwab	2282 East Terraridge Highlands Ranch, Colorado 80126
Wylie H. Griffith	7010 Moon Valley Road Eagle, Idaho 83616

**Article 9
INCORPORATOR**

For purposes of the Articles of Incorporation, the name and address of the Incorporator is:

Name	Address
Wylie H. Griffith	7010 Moon Valley Road Eagle, Idaho 83616

**Article 10
LIMITATION OF LIABILITY**

A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages, and the Corporation shall indemnify a director against liability (as defined in Idaho Code § 30-1-850(5)) to any person, for any action taken, or any failure to take action, as a director except for liability for: (i) the amount of a financial benefit received by a director to which he is not entitled; (ii) an intentional infliction of harm on the Corporation or the shareholders; (iii) a violation of Idaho Code § 30-1-833, or (iv) an intentional violation of criminal law.

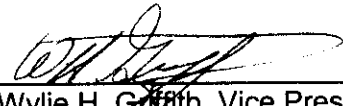
**Article 11
INDEMNIFICATION**

The Corporation shall indemnify the directors and officers of the Corporation to the fullest extent permitted by the Idaho Business Corporation Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than the Idaho Business Corporation Act permitted the Corporation to provide prior to such amendment).

**Article 12
EXECUTION**

For the purpose of forming this corporation under the laws of the State of Idaho, the undersigned executed these Amended Articles of Incorporation on September 22, 2003.

Dated: November 22, 2004.

By: 
Wylie H. Griffith, Vice President