



CERTIFICATE OF INCORPORATION
OF

FINANCIAL TRANSACTIONS CARD SERVICES, INCORPORATED

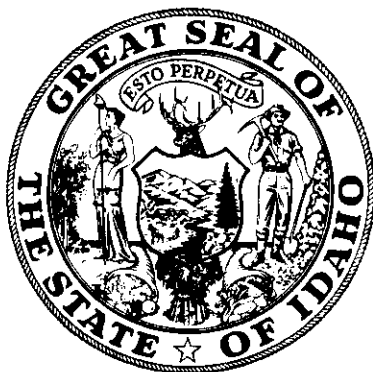
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

FINANCIAL TRANSACTIONS CARD SERVICES, INCORPORATED

, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated July 10, 19 81.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

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SECRETARY OF
STATE

ARTICLES OF INCORPORATION
OF
FINANCIAL TRANSACTIONS CARD SERVICES, INC.

ONE: The name of this corporation is FINANCIAL TRANSACTION CARD SERVICES, INCORPORATED, 9994 Sussex Drive.

TWO: The purposes for which this corporation is formed are:

(a) To engage primarily in the specific business of Loss Prevention Services to banks, financial institutions or other clients, such services to include investigation of fraudulent use of credit cards, or stolen credit cards or check guarantee cards and of all other financial transaction cards and of suspected fraudulent card practices by merchants; such services to further include Forensic Services such as handwriting analysis and court testimony in both Civil and Criminal actions, training to client personnel and merchants on fraud and loss prevention measures and card retrieval when appropriate.

(b) To engage generally in the business of:

(1) Owning, operating, leasing, or managing

establishments associated with the loss prevention and recovery;

- (2) Purchasing, leasing, building, constructing, occupying and managing properties and businesses associated with the loss prevention and recovery;
- (3) Financing or acquiring financing for the purchase improvement, development or management and operation of businesses and properties in connection with the loss prevention and recovery;
- (4) Engaging in any lawful act or activity for which a corporation may be organized under the Business Corporation Act of Idaho;
- (5) The foregoing enumeration of specific powers is not intended to and shall not be held to limit or restrict in any manner the general powers of the corporation under the laws of the State of Idaho, and this corporation shall have the power to carry on other business operations which are necessary to advance, carry out, or in any other way develop or to any extent effectuate the purposes of this corporation, including the right to purchase, form,

control, manage, direct, or operate
other corporations;

- (c) To engage in any business related or unrelated to those described in clauses (a) and (b) of this article that are from time to time authorized or approved by the Shareholder or Shareholders of the corporation;
- (d) To act as partner or joint venturer or in any other legal capacity in any transaction;
- (e) To do business anywhere in the world;
- (f) To have and exercise all rights and powers from time to time granted to a corporation by law.

The above clauses shall not be limited by reference to or inference from one another, but each purpose clause shall be construed as a separate statement conferring independent purposes and powers on the corporation.

THREE: The registered office of this corporation is located at 999⁴ Sussex Drive, Ada County, Boise, Idaho 83704. The post-office address of such registered

office is: 9994 Sussex Drive, Ada County, Boise, Idaho 83704. The name of the registered agent at that address is: Robert L. Sobba.

FOUR: There shall be no directors of this Corporation; the shareholder or shareholders shall operate this corporation directly.

FIVE: The name and post-office address of the incorporator is; Robert L. Sobba, 9994 Sussex Drive, Boise, Idaho 83704;

SIX: The duration of the corporation shall be perpetual.

SEVEN: This corporation is authorized to issue only one class of stock, which shall be designated common stock. The total number of shares of common stock that this corporation is authorized to issue is One Hundred (100) shares.

The aggregate par value of these shares is \$100, and the par value of each share is \$1.

No distinction shall exist among the shares of this corporation or the rights of the respective holders of the shares.

This article can be amended only by the vote or written consent of the holders of at least ninety-five (95) percent of the outstanding voting shares.

EIGHT: Each holder of common shares of this corporation shall be entitled to full preemptive or preferential rights, as these rights are defined by law, to subscribe for or purchase his proportional part of any common shares that may be issued at any time by this corporation. This article can be amended only by the vote or written consent of the holders of ninety-five percent (95%) of the outstanding common shares.

IN WITNESS WHEREOF, The sole shareholder of this corporation has executed these articles of incorporation.

Robert Sallo