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**CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
850-222-1092**

DATE: 6/27

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-06/27/00--01026--026
*****78.75 *****78.75

Corporation(s) Name

Paylink Corporation

- Profit Amendment Merger
- Nonprofit
- Foreign Dissolution Mark
- LLC Withdrawal
- Limited Partnership UBR Other
- Reinstatement Fictitious Name Ch. RA
- UCC 1 or 3

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***Special Instructions**

- Certified Copy Photocopies CUS
- parts/amends/mergers Other-See Above

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Carol Clark

Thank You!

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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BK 6/26

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. PaylinX Corporation
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware 3. Applied For
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. January 18, 2000 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon approval of application
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 1767 Business Center Drive, Suite 100
Reston, VA 20190
(Current mailing address)

8. Sale of enterprize payment servers that process credit and debit card payments providing a platform for other payment type
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)
Name: C T Corporation System

Office Address: 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip code)

10. Registered agent's acceptance:
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.
C T Corporation System

Connie Bryan
(Registered agent's signature) **CONNIE BRYAN**
SPECIAL ASSISTANT SECRETARY

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: John J. McDonnell, Jr.

Address: 1767 Business Center Drive, Suite 100
Reston, VA 20190

Vice Chairman: _____

Address: _____

Director: John McCarthy

Address: 8000 Maryland Ave., Suite 1190
St. Louis, MO 63105

Director: Steve Graham

Address: 1825 K Street, NW, Suite 1450
Washington, DC 20006

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Brian Bates

Address: 1767 Business Center Drive, Suite 100
Reston, VA 20190

Vice President: John J. McDonnell, III

Address: 1767 Business Center Drive, Suite 100
Reston, VA 20190

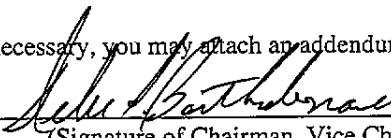
Secretary: Debra S. Bartholomaei

Address: 1767 Business Center Drive, Suite 100
Reston, VA 20190

Treasurer: Henry Grham

Address: 1767 Business Center Drive, Suite 100
Reston, VA 20190

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Debra S. Bartholomaei
(Typed or printed name and capacity of person signing application)

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ADDENDUM

<u>Name</u>	<u>Office</u>	<u>Address</u>
Matthew Mudd	Senior Vice President	1767 Business Center Drive Reston, VA 20190
Edward. C. O'Brien, Jr.	Vice President, Corporate Controller	1767 Business Center Drive Reston, VA 20190
Henry J. Cooper	Vice President, General Manager - St. Louis Operations	9666 Olive Blvd. St. Louis, MO 63132
Yvette Bohanan	Senior Vice President, Chief Technology Officer	9666 Olive Blvd. St. Louis, MO 63132
William C. McCormick	Senior Vice President, Sales	9666 Olive Blvd. St. Louis, MO 63132
John J. McDonnell, Jr.	Chief executive Officer	1767 Business Center Drive Reston, VA 20190

<u>Directors</u>	<u>Office</u>	<u>Address</u>
Heidi R. Goff	Director	704 Broadway, 2 nd Floor New York, NY 10003
Jack Benton	Director	2601 Airport Drive, Suite 370 Torrence, CA 90505
Mark Dunkel	Director	3003 E. Pine Valley Road Atlanta, GA 30305

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PAYLINK CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SECOND DAY OF JUNE, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0514847

DATE: 06-22-00