

F0500000 6273

Merchant e-Solutions  
(Requestor's Name)

3400 Bridge Parkway  
(Address)

Suite 100  
(Address)

Redwood City, CA 94065  
(City/State/Zip/Phone #)

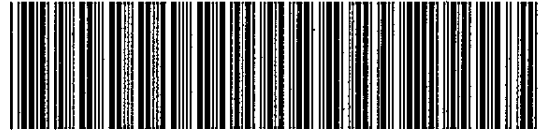
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(Business Entity Name)  
F05-6273  
(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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TALLAHASSEE FLORIDA

MH

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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. MERCHANT EVOLUTIONS, INC.  
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. DELAWARE 3. 94 3346153  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 11/17/99 5. PERPETUAL  
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. \_\_\_\_\_  
(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, P.S., to determine penalty liability)

7. 3400 BRIDGE PARKWAY, REDWOOD CITY, CA. 94065  
(Principal office address)

3400 BRIDGE PARKWAY, REDWOOD CITY, CA. 94065  
(Current mailing address)

8. PAYMENT PROCESSING  
(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 NOT acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324  
(City) (Zip code)

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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.

Debra Whipple

(Registered agent's signature)

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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: DONALD DIXON

Address: 3400 BRIDGE PARKWAY, REDWOOD CITY, CA 94065

DIRECTORS  
Vice-Chairman: SHARIF BAYYARI JAMES AWILES

Address: 3400 BRIDGE PARKWAY, REDWOOD CITY, CA 94065

Director: TOM DAILEY - CHRISTOPHER MARSHALL

Address: 3400 BRIDGE PARKWAY, REDWOOD CITY, CA. 94065

Director: JAMES JONES - HATIM TYABJI

Address: 3400 BRIDGE PARKWAY, REDWOOD CITY, CA. 94065

B. OFFICERS

President: SHARIF BAYYART

Address: 3400 BRIDGE PARKWAY, REDWOOD CITY, CA. 94065

Vice President:

Address:


Secretary:

Address:

Treasurer: JAMES J KELLY JR

Address: 3400 BRIDGE PARKWAY, REDWOOD CITY, CA 94065

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

13.   
(Signature of Director or Officer listed in number 12 of the application)

14. JAMES J KELLY JR  
(Typed or printed name and capacity of person signing application)

# Delaware

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*The First State*

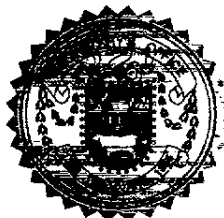
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MERCHANT ESOLUTIONS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTEENTH DAY OF OCTOBER, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MERCHANT ESOLUTIONS, INC." WAS INCORPORATED ON THE SEVENTEENTH DAY OF NOVEMBER, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.



3119499 8300

050837895

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4225088

DATE: 10-13-05