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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

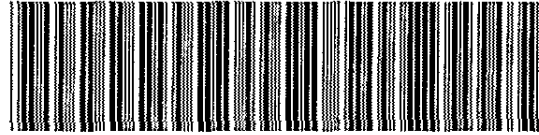
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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TALLAHASSEE STATE
FLORIDA

J. Shivers OCT 04 2006

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: FSV Payment Systems, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Betsy McKernan, Chief Legal Counsel
(Name of Person)

FSV Payment Systems, Inc.
(Firm/Company)

15710 JFK Blvd, Ste 500
(Address)

Houston, TX 77032
(City/State and Zip code)

For further information concerning this matter, please call:

Betsy McKernan at (832) 201-6515
(Name of Person) (Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

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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. FSV Payment Systems, 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

(State or country under the law of which it is incorporated)

3. _____

(FEI number, if applicable)

4. September 16, 2004

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. November 1, 2006

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

7. 15710 JFK Blvd, Ste 500 Houston, TX 77032

(Principal office address)

(Current mailing address)

8. To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware
(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: CT Corporation System

Office Address: 1200 S. Pine Island Road

Plantation, Florida 33324

(City)

(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.

Barbara A Burke

(Registered agent's signature)

Barbara A. Burke
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.

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TALLAHASSEE, FLORIDA

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Jonathan Palmer

Address: 15710 JFK Blvd, Ste 500, Houston, TX 77032

Vice Chairman: _____

Address: _____

Director: Robert Tointon

Address: Bank One Plaza, 822 7th St, Ste 700
Greeley, CO 80632

Director: Duane Hays

Address: 705 Crestfield Grove
Colorado Springs, CO 80906

B. OFFICERS

President: (CEO) Jonathan Palmer

Address: 15710 JFK Blvd, Ste 500, Houston, TX 77032

Vice President: _____

Address: _____

Secretary: Lisa Cohen

Address: 15710 JFK Blvd, Ste 500, Houston, TX 77032

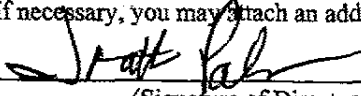
Treasurer: _____

Address: _____

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TALLAHASSEE FLORIDA

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. Jonathan Palmer, CEO FSV Payment Systems, Inc.

(Typed or printed name and capacity of person signing application)

FSV PAYMENT SYSTEMS, INC.
APPLICATION BY FOREIGN CORPORATION FOR
AUTHORIZATION TO TRANSACT BUSINESS
IN FLORIDA

ADDITIONAL DIRECTORS

Rob Stone
475 Steamboat Road
Greenwich, CT 06830

William Mahone
475 Steamboat Road
Greenwich, CT 06830

Delaware

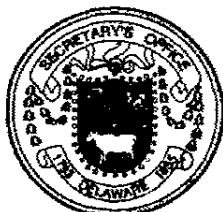
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FSV PAYMENT SYSTEMS, 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 TWENTIETH DAY OF SEPTEMBER, A.D. 2006.

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

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



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5055192

DATE: 09-20-06