

F97000005820

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: MERCHANT ACCOUNT SOLUTIONS, INC.
(Name of corporation - must include suffix)

500002336645--8
-11/03/97--01137--005
*****70.00 *****70.00

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:

RICHARD DIDONATO
(Name of Person)

MERCHANT ACCOUNT SOLUTIONS, INC.
(Firm/Company)

1000 U.S. Hwy 1 NORTH #759
(Address)

JUPITER, FL 33477
(City/State/Zip)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV -3 AM 8:47

mtw
11/4

Should you need to call someone concerning this matter, please call:

RICHARD DIDONATO at (361) 748-0396
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANACT BUSINESS IN FLORIDA

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

1. MERCHANT ACCOUNT SOLUTIONS, INCORPORATED
(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. NEW JERSEY 3. 22-3308539
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 6/22/94 5. PERPETUAL
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. UPON QUALIFICATION
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.)

7. _____

1000 US Hwy 1 NORTH #759 Jupiter, FL 33477
(Current mailing address)

8. TO PROVIDE CREDIT CARD PROCESSING & RELATED EQUIPMENT / SOFTWARE TO BUSINESSES
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NO acceptable)

Name: RICHARD DIDONATO

Office Address: 1000 U.S. Hwy 1 NORTH #759
JUPITER, Florida, 33477
(Zip Code)

FILED
SECRETARY OF STATE
VISION OF CORPORATIONS
NOV 97
-3 AM 8:47

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.

Richard D. Donato
(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 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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: Gayle Lee

Address: 45 Whitney Rd

MAHWAH, NJ 07430

Vice President: Richard DiDonato

Address: 1000 U.S. Hwy #1 North # 759

Jupiter, FL 33477

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. Richard DiDonato

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

14. Richard DiDonato Vice President

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV -3 AM 8:47

STATE OF NEW JERSEY
DEPARTMENT OF STATE
SHORT FORM STANDING

MERCHANT ACCOUNT SOLUTIONS, INC.

I, the Secretary of State of the State of New Jersey, do hereby certify that the above-named New Jersey Domestic Profit Corporation was registered by this office on June 22, 1994.

As of the date of this certificate, said business continues as an active business in the State of New Jersey. Annual Reports are outstanding for the following year(s):

1996
1997

I further certify that the registered agent and registered office are:

*Ms Gayle Lee
45 Whitney Road
Mahwah, NJ 07430*

Continued on next page . . .

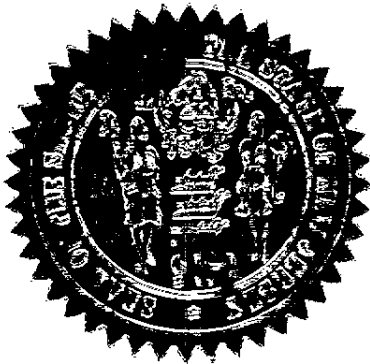
97 NOV -3 AM 8:47

DIVISION OF CORPORATIONS

STATE OF NEW JERSEY
DEPARTMENT OF STATE
SHORT FORM STANDING

MERCHANT ACCOUNT SOLUTIONS, INC.

IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
27th day of October, 1997



Lonna R. Hooks

LONNA R HOOKS
Secretary of State

97 NOV -3 AM 8:17

DIVISION OF GOVERNMENT AFFAIRS