

EST
THE UNITED STATES CORPORATION COMPANY

98000003301

ACCOUNT NO. : 072100000032
REFERENCE : 820921 5052101
AUTHORIZATION : *Patricia Kyute*
COST LIMIT : \$ 70.00

ORDER DATE : May 15, 1998
ORDER TIME : 10:12 AM
ORDER NO. : 820921-005
CUSTOMER NO: 5052101

900002530149-1

CUSTOMER: Ms. Terri Alberhasky
First Data Corporation
2121 North 117th Avenue
Omaha, NE 68164-3600

W98-11547

FOREIGN FILINGS

NAME: VIPS, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- XX PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

HL 6/11
FILED
98 MAY 20 AM 11:47
98 MAY 20 AM 11:42
SECRETARY OF STATE
TALLAHASSEE FLORIDA
DIVISION OF CORPORATION

*Confict
T06322*



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RECEIVED
98 JUN 11 AM 10:36
DIVISION OF CORPORATION

May 20, 1998 5/26 6/10

CSC

SUBJECT: VIPS, INC.
Ref. Number: W98000011547

RESUBMIT

Please give original
submission date as file date.

We have received your document(s) in this office, however, a copy of the document is being returned for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 198A00028306

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned Thomas A. Rossi, do hereby certify
(Name)

that this Resolution of the Board of Directors of VIPS, Inc.
(Corporate Name)


a corporation duly organized and existing under the laws of the State of Maryland,

was duly adopted on May 22, 19 98.

Be it resolved, that VIPS, Inc.
(Corporate Name)

organized and existing in the State of Maryland, hereby adopts the name
Viable Information Systems, Inc. for use in Florida.

Dated: May 26, 1998


Signature of either Chairman, Vice Chairman or any officer

Thomas A. Rossi, Assistant Secretary

Type or print name

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TALLAHASSEE FLORIDA

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. VIPS, Inc.
(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. Maryland 3. 52-1148364
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. May 4, 1979 5. perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon filing
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))

7. One West Pennsylvania Avenue
Towson, MD 21204
(Current mailing address)

8. (see attached)
(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 acceptable)
Name: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(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.

By: [Signature]
(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: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

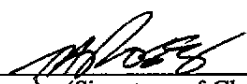
Address: _____

Treasurer: _____

Address: _____

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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. Thomas A. Rossi Assistant Secretary
(Typed or printed name and capacity of person signing application)

Directors, Officers Report

VIPS, Inc.

Monday, May 11, 1998

DIRECTORS

David P. Bailis Director
Primary Address: 5660 New Northside Drive, Suite 1400
Atlanta, GA 30328

Robert J. Levenson Director
Primary Address: 401 Hackensack Avenue
Hackensack, NJ 07601

OFFICERS

Henry M. Abelman Assistant Secretary
Primary Address: 5660 New Northside Drive, Suite 1400
Atlanta, GA 30328

Jeff Anderson Vice President
Primary Address: 1300 W. Woodfield Road
Schaumburg, IL 60173

Debbie Auerbach Vice President
Primary Address: 1 W. Pennsylvania Avenue
Towson, MD 21204

David P. Bailis Secretary
Primary Address: 5660 New Northside Drive, Suite 1400
Atlanta, GA 30328

Lawrence Campbell Vice President
Primary Address: 1 W. Pennsylvania Avenue
Towson, MD 21204

Primary Address: Chief Financial Officer
1 W. Pennsylvania Avenue
Towson, MD 21204

Jerry P. Dembowski Assistant Treasurer
Primary Address: 5660 New Northside Drive, Suite 1400
Atlanta, GA 30328

Arthur Lehrer Senior Vice President
Primary Address: 1 W. Pennsylvania Avenue
Towson, MD 21204

Dallas R. Martin Assistant Secretary
Primary Address: 6200 South Quebec Street
Englewood, CO 80111

Linda Medure Vice President
Primary Address: 1 W. Pennsylvania Avenue
Towson, MD 21204

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VIPS, Inc.

David R. Money Assistant Secretary
Primary Address: 6975 Union Park Center
Midvale, UT 84047

Jenny Morgan President
Primary Address: 1 W. Pennsylvania Avenue
Towson, MD 21204

Thomas A. Rossi Assistant Secretary
Primary Address: 2121 N. 117th Avenue
Omaha, NE 68164

Bernard Rothman Assistant Treasurer
Primary Address: 5660 New Northside Drive, Suite 1400
Atlanta, GA 30328

David L. Schlapbach Assistant Secretary
Primary Address: 5660 New Northside Drive, Suite 1400
Atlanta, GA 30328

Gary L. Schmidt Assistant Treasurer
Primary Address: 5660 New Northside Drive, Suite 1400
Atlanta, GA 30328

Mark E. Young Treasurer
Primary Address: 5660 New Northside Drive, Suite 1400
Atlanta, GA 30328

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VIPS, Inc.

The purposes for which the Corporation is formed are as follows:

- (a) To provide consulting services in the field of computer programming, including programming and application design and development, systems analysis design, conversion and implementation planning, custom system modification and program evaluation.
- (b) To purchase, sell and service computer hardware and software and related materials.
- (c) To carry on any and all business, transactions and activities permitted by the Maryland General Corporation Law which may be deemed desirable by the Board of Directors of the Corporation, whether or not identical with or related to the business described in the foregoing paragraphs of this Article, as well as all activities and things necessary and incidental thereto, to the full extent empowered by such laws.

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TALLAHASSEE FLORIDA

STATE OF MARYLAND

635048

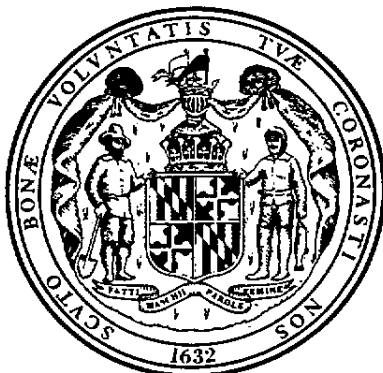
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

301 West Preston Street Baltimore, Maryland 21201

I, JACQUELINE C JAMES OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT SAID DEPARTMENT, BY THE LAWS OF SAID STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATE CHARTERS, OR OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE; AND I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT VIPS, INC. IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND SAID CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN THE STATE OF MARYLAND.

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TALLAHASSEE FLORIDA



IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE THIS 18TH DAY OF MAY, 1998.

Jacqueline C James
JACQUELINE C JAMES
OFFICE SUPERVISOR I