

F990000004025

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: MERCHANT BANCARD SERVICES, INC.
(Name of corporation - must include suffix)

000002930760--0
-07/14/99--01048--002
*****87.50 *****87.50

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.

W99-16632

Please return all correspondence concerning this matter to the following:

LINDA OHLIN
(Name of Person)
MERCHANT BANCARD SERVICES, INC.
(Firm/Company)
1980 N. ATLANTIC AVENUE SUITE 902
(Address)
COCOA BEACH, FL 32931
(City/State/Zip)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
93 AUG -5 AM 8:41

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

LINDA OHLIN at (407) 799-3919
(Name of Person) (Area Code & Daytime Telephone Number)

mtw
8/6

STREET ADDRESS:
Qualification/Tax Lien Section
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

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



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 27, 1999

LINDA OHLIN
MERCHANT BANCARD SERVICES, INC.
1980 N. ATLANTIC AVE., STE 902
COCOA BEACH, FL 32931

SUBJECT: MERCHANT BANCARD SERVICES, INC.
Ref. Number: W99000016632

We have received your document for MERCHANT BANCARD SERVICES, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Written approval and clearance of the terms BANK, BANKER, BANC, BANKING, TRUST COMPANY, BANCSHARES, SAVINGS & LOAN ASSOCIATION, SAVINGS BANK, or CREDIT UNION must be obtained from the Division of Banking and Finance, pursuant to section 655.922(2a), Florida Statutes. The address is:

Division of Banking
Director's Office
101 E. Gaines St.
Fletcher Bldg., 6th Floor.
Tallahassee, FL 32399-0350
(850) 410-9111.

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) 487-6097.

Michael Mays
Document Specialist

Letter Number: 899A00037020

99 AUG -6 AM 8:42

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 20, 1999

LINDA OHLIN
MERCHANT BANCARD SERVICES, INC.
1980 N. ATLANTIC AVE., STE 902
COCOA BEACH, FL 32931

SUBJECT: MERCHANT BANCARD SERVICES, INC.
Ref. Number: W99000016632

We have received your document for MERCHANT BANCARD SERVICES, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The entity's period of duration must be listed on the application. Please insert the word "perpetual", if a specific date of dissolution or term of existence has not been specified.

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

Written approval and clearance of the terms BANK, BANKER, BANC, BANKING, TRUST COMPANY, BANCSHARES, SAVINGS & LOAN ASSOCIATION, SAVINGS BANK, or CREDIT UNION must be obtained from the Division of Banking and Finance, pursuant to section 655.922(2a), Florida Statutes. The address is:

Division of Banking
Director's Office
101 E. Gaines St.
Fletcher Bldg., 6th Floor.
Tallahassee, FL 32399-0350
(850) 410-9111.

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

99 AUG -6 AM 8:42

FILED
DIVISION OF BANKING AND FINANCE
TALLAHASSEE, FLORIDA

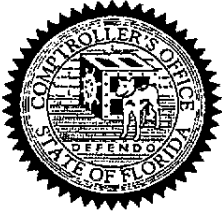
(850) 487-6097.

Michael Mays
Document Specialist

Letter Number: 899A00037020

59 AUG -5 AM 8:42

SECRET
FBI
DIVISION OF CORPORATIONS



ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

OFFICE OF THE COMPTROLLER
DEPARTMENT OF BANKING AND FINANCE
STATE OF FLORIDA
TALLAHASSEE
32399-0350

August 3, 1999

Ms. Linda Ohlin
1980 N. Atlantic Avenue
Suite 902
Cocoa Beach, Florida 32931

Dear Ms. Ohlin:

Re: "Merchant Bancard, Inc."

Thank you for your recent letter/fax requesting approval for use of the above-referenced names.

It is the opinion of this Department that the above-referenced corporate names are definitive enough to differentiate the business being conducted from that of a commercial bank or trust company. Therefore, the Department does not object to your use of the above-referenced names being registered to conduct business in the state of Florida.

Sincerely,

Art Simon - Director
Division of Banking
101 East Gaines Street
Fletcher Building - Sixth Floor
Tallahassee, FL 32399-0350
(850) 410-9111

:kr

cc: Karon Beyer, Chief
Bureau of Corporate Records
Division of Corporations
Secretary of State's Office

50 AUG -6 AM 8:42

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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.

MERCHANT BANCARD SERVICES, 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.)

DELAWARE

3.

59-3569165

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

(FEI number, if applicable)

3/25/99

5.

PERPETUAL

(Date of incorporation)

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

UPON QUALIFICATION

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

1980 N. ATLANTIC AVENUE SUITE 902

COCOA BEACH, FL 32931

(Current mailing address)

SERVICE TO PROVIDE CREDIT CARD ACCOUNTS FOR MERCHANTS

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

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

Name: Leonard P. Reina

Office Address: 500 Fifth Avenue S., Suite 502

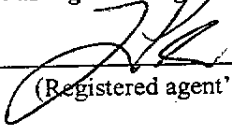
Naples

, Florida, 34102

(Zip code)

0. 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.


(Registered agent's signature)

1. 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.

99 AUG -6 AM 8:42
FILED
SECRETARY OF STATE

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: _____

99 AUG - 6 AM 8:42
SECRET
FILED

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

President: JOHN SUMPTE

Address: 510 JACKSON AVENUE

CAPE CANAVERAL, FL 32931

Vice President: MARLIN SWANSON

Address: 3926 TURKEY POINT DRIVE

MELBOURNE, FL 32934

Secretary: BRITT SHENKMAN

Address: 5947 BAY DRIVE

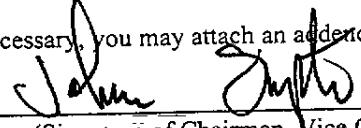
GULFPORT, FL 33707

Treasurer: BRITT SHENKMAN

Address: 5947 BAY DRIVE

GULFPORT, FL 33707

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. JOHN SUMPTE, PRESIDENT
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MERCHANT BAN CARD SERVICES, 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 FIRST DAY OF JULY, A.D. 1999.

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



FILED
SECRETARY OF STATE
DIVISION
99 AUG -6 AM 8:42

Edward J. Freel

Edward J. Freel, Secretary of State



3020495 8300

991270444

AUTHENTICATION: 9843040

DATE: 07-01-99

F99000004025

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: MERCHANT BANCARD SERVICES, INC.
(Name of corporation - must include suffix)

000002930760-0
-07/14/99-01048-002
*****87.50 *****87.50

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.

W99-16632

Please return all correspondence concerning this matter to the following:

LINDA OHLIN
(Name of Person)
MERCHANT BANCARD SERVICES, INC.
(Firm/Company)
1980 N. ATLANTIC AVENUE SUITE 902
(Address)
COCOA BEACH, FL 32931
(City/State/Zip)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
8/16 AM 8:41

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

LINDA OHLIN at (407) 799-3919
(Name of Person) (Area Code & Daytime Telephone Number)

mtu
8/6

STREET ADDRESS:
Qualification/Tax Lien Section
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

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



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 27, 1999

LINDA OHLIN
MERCHANT BANCARD SERVICES, INC.
1980 N. ATLANTIC AVE., STE 902
COCOA BEACH, FL 32931

SUBJECT: MERCHANT BANCARD SERVICES, INC.
Ref. Number: W99000016632

We have received your document for MERCHANT BANCARD SERVICES, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Written approval and clearance of the terms BANK, BANKER, BANC, BANKING, TRUST COMPANY, BANCSHARES, SAVINGS & LOAN ASSOCIATION, SAVINGS BANK, or CREDIT UNION must be obtained from the Division of Banking and Finance, pursuant to section 655.922(2a), Florida Statutes. The address is:

Division of Banking
Director's Office
101 E. Gaines St.
Fletcher Bldg., 6th Floor.
Tallahassee, FL 32399-0350
(850) 410-9111.

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) 487-6097.

Michael Mays
Document Specialist

Letter Number: 899A00037020

99 AUG -5 AM 8:42

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 20, 1999

LINDA OHLIN
MERCHANT BANCARD SERVICES, INC.
1980 N. ATLANTIC AVE., STE 902
COCOA BEACH, FL 32931

SUBJECT: MERCHANT BANCARD SERVICES, INC.
Ref. Number: W99000016632

We have received your document for MERCHANT BANCARD SERVICES, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The entity's period of duration must be listed on the application. Please insert the word "perpetual", if a specific date of dissolution or term of existence has not been specified.

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

Written approval and clearance of the terms BANK, BANKER, BANC, BANKING, TRUST COMPANY, BANCSHARES, SAVINGS & LOAN ASSOCIATION, SAVINGS BANK, or CREDIT UNION must be obtained from the Division of Banking and Finance, pursuant to section 655.922(2a), Florida Statutes. The address is:

Division of Banking
Director's Office
101 E. Gaines St.
Fletcher Bldg., 6th Floor.
Tallahassee, FL 32399-0350
(850) 410-9111.

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

99 AUG -6 AM 8:42

FILED
DIVISION OF BANKING AND FINANCE
TALLAHASSEE, FLORIDA

(850) 487-6097.

Michael Mays
Document Specialist

Letter Number: 899A00037020

RECEIVED
DIVISION OF CORPORATIONS
99 AUG -6 AM 8:42



ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

OFFICE OF THE COMPTROLLER

DEPARTMENT OF BANKING AND FINANCE

STATE OF FLORIDA

TALLAHASSEE

32399-0350

August 3, 1999

Ms. Linda Ohlin
1980 N. Atlantic Avenue
Suite 902
Cocoa Beach, Florida 32931

Dear Ms. Ohlin:

Re: "Merchant Bancard, Inc."

Thank you for your recent letter/fax requesting approval for use of the above-referenced names.

It is the opinion of this Department that the above-referenced corporate names are definitive enough to differentiate the business being conducted from that of a commercial bank or trust company. Therefore, the Department does not object to your use of the above-referenced names being registered to conduct business in the state of Florida.

Sincerely,

Art Simon - Director
Division of Banking
101 East Gaines Street
Fletcher Building - Sixth Floor
Tallahassee, FL 32399-0350
(850) 410-9111

:kr

cc: Karon Beyer, Chief
Bureau of Corporate Records
Division of Corporations
Secretary of State's Office

99 AUG -6 PM 8:42

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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.

MERCHANT BANCARD SERVICES, 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.)

DELAWARE

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

3. 59-3569165

(FEI number, if applicable)

3/25/99

(Date of incorporation)

5. PERPETUAL

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

UPON QUALIFICATION

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

1980 N. ATLANTIC AVENUE SUITE 902

COCOA BEACH, FL 32931

(Current mailing address)

SERVICE TO PROVIDE CREDIT CARD ACCOUNTS FOR MERCHANTS

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

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

Name: Leonard P. Reina

Office Address: 500 Fifth Avenue S., Suite 502

Naples, Florida, 34102

(Zip code)

0. 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.



(Registered agent's signature)

1. 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.

FILED
SECRETARY OF STATE
99 AUG -6 AM 8:42

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: JOHN SUMPTER

Address: 510 JACKSON AVENUE

CAPE CANAVERAL, FL 32931

Vice President: MARLIN SWANSON

Address: 3926 TURKEY POINT DRIVE

MELBOURNE, FL 32934

Secretary: BRITT SHENKMAN

Address: 5947 BAY DRIVE

GULFPORT, FL 33707

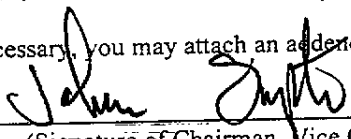
Treasurer: BRITT SHENKMAN

Address: 5947 BAY DRIVE

GULFPORT, FL 33707

99 AUG - 5 AM 8:42
DIV 1
STG
FILED
7-15

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. JOHN SUMPTER, PRESIDENT

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

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MERCHANT BAN CARD SERVICES, 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 FIRST DAY OF JULY, A.D. 1999.

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



FILED
SECRETARY OF STATE
DIVISION
99 AUG -6 AM 8:42

Edward J. Freel

Edward J. Freel, Secretary of State



3020495 8300

991270444

AUTHENTICATION: 9843040

DATE: 07-01-99