

M02000000902

G. SCOT KEES
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OTHER OFFICES:
CHARLESTON, SOUTH CAROLINA
CHARLOTTE, NORTH CAROLINA
COLUMBIA, SOUTH CAROLINA
GREENVILLE, SOUTH CAROLINA
MYRTLE BEACH, SOUTH CAROLINA
MUNICH, GERMANY

April 15, 2002

By Federal Express
Florida Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

900005289189--3
-04/17/02--01034--005
*****25.00 *****25.00

Re: InterCept Billing Company, LLC

Ladies and Gentlemen:

M02-902

On behalf of our client, InterCept Billing Company, LLC, enclosed please find the following documents for filing with your office:

1. One original and one exact copy of the application by a foreign limited liability company to file amendment to application for authorization to transact business in Florida (the "Application").
2. A check in the amount of \$25.00 made payable to the Secretary of State to cover the costs of filing the enclosed Application.

Upon receipt of this package, please arrange for the filing of the Application to take place and return evidence by stamping the copy of the enclosed Application and returning it to me by the enclosed self-addressed, stamped envelope. Should you have any questions or concerns regarding this request, please contact me at (404) 817-6265.

Very truly yours,


G. Scot Kees, Esq.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 APR 17 AM 10:26
LR
4/22

Enclosures

20



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 22, 2002

G. SCOT KEES, ESQ.
NELSON MULLINS RILEY & SCARBOROUGH, LLP
999 PEACHTREE STREET, N.E., #1400
ATLANTA, GA 30309

SUBJECT: INTERCEPT BILLING COMPANY, LLC
Ref. Number: M02000000902

We have received your document for INTERCEPT BILLING COMPANY, LLC and your check(s) totaling \$25.00. However, the document has not been filed and is being retained in this office for the following:

An original, duly authenticated certificate from the state of incorporation/organization evidencing the amendment, must be submitted with the application. The certificate must have been issued within the past 90 days.

Please return 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) 245-6958.

Lee Rivers
Document Specialist

Letter Number: 302A00023837

LAW OFFICES
NELSON MULLINS RILEY & SCARBOROUGH, L.L.P.
A REGISTERED LIMITED LIABILITY PARTNERSHIP

G. SCOT KEES
(404) 817-6265
INTERNET ADDRESS: GSK@NMRS.COM

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OTHER OFFICES:
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CHARLOTTE, NORTH CAROLINA
COLUMBIA, SOUTH CAROLINA
GREENVILLE, SOUTH CAROLINA
MYRTLE BEACH, SOUTH CAROLINA
MUNICH, GERMANY

April 29, 2002

By Federal Express

Florida Department of State
Division of Corporations
Att: Lee Rivers
409 E. Gaines St.
Tallahassee, FL 32399

Re: InterCept Billing Company, LLC

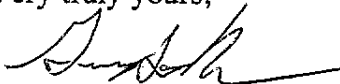
Ladies and Gentlemen:

In response to your letter dated April 22, 2002, and on behalf of our client, InterCept Billing Company, LLC, enclosed please find the following documents for filing with your office that are provided to supplement our amendment to our client's application for authorization to transact business in Florida:

1. A copy of your letter dated April 22, 2002, and
2. An original, duly authenticated certificate from the Georgia Secretary of State evidencing the amendment.

Upon receipt of this package, please arrange for the filing of the amendment to take place and return evidence by stamping the copy of the application of amendment included in my last package and returning it to me by the self-addressed, stamped envelope. Should you have any questions or concerns regarding this request, please contact me at (404) 817-6265.

Very truly yours,


G. Scot Kees, Esq.

Enclosures

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO
FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

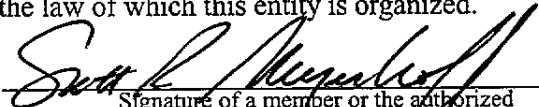
SECTION I (1-3 must be completed)

1. Name of limited liability company as it appears on the records of the Florida Department of State: InterCept Billing Company, LLC
2. Jurisdiction of its organization: Georgia
3. Date authorized to do business in Florida: 4/8/02

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the limited liability company, when was the change effected under the laws of its jurisdiction of organization? 4/15/02
5. New name of the limited liability company: Internet Billing Company, LLC
6. If the amendment changes the period of duration, indicate new period of duration:
N/A
7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:
N/A
8. If the amendment corrects any false statement, indicate the statement being corrected and the correction: N/A
9. Attached is an original certificate, no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 APR 17 AM 10:25



Signature of a member or the authorized representative of a member

Scott R. Meyerhoff, Chief Financial Officer and
Typed or printed name of signee Secretary

Filing Fee: \$25.00

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 021190058
CONTROL NUMBER : 0213011
DATE INC/AUTH/FILED: 03/15/2002
JURISDICTION : GEORGIA
PRINT DATE : 04/29/2002
FORM NUMBER : 215

NELSON MULLINS RILEY & SCARBOROUGH
GREGORY SCOT KEES
999 PEACHTREE ST NE STE 1400
ATLANTA, GA 30309

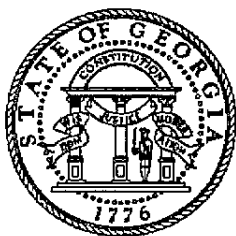
CERTIFIED COPY

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that the attached documents are true and correct copies of documents filed under the name of

INTERNET BILLING COMPANY, LLC
A GEORGIA LIMITED LIABILITY COMPANY

Said entity was formed in the jurisdiction set forth above and has filed in the Office of Secretary of State on the date set forth above its certificate of limited partnership, articles of incorporation, articles of association, articles of organization or application for certificate of authority to transact business in Georgia.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence of the existence or nonexistence of the facts stated herein.



A handwritten signature in black ink, appearing to read "Cathy Cox".

Cathy Cox
Secretary of State

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 021131137
CONTROL NUMBER: 0213011
EFFECTIVE DATE: 04/15/2002
REFERENCE : 0077
PRINT DATE : 04/25/2002
FORM NUMBER : 661

G. SCOT KEES, ESQ.
STE 1400, 999 PEACHTREE ST.
ATLANTA, GA 30309

CERTIFICATE OF NAME CHANGE AMENDMENT

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

INTERCEPT BILLING COMPANY, LLC
A GEORGIA LIMITED LIABILITY COMPANY


has filed articles of amendment in the Office of the Secretary of State changing its name to

INTERNET BILLING COMPANY, LLC

and has paid the required fees as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said articles of amendment.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.




Cathy Cox
Secretary of State

201131137

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF ORGANIZATION
OF
INTERCEPT BILLING COMPANY, LLC

I.

The name of the company is InterCept Billing Company, LLC (the "Company").

II.

The Company's Articles of Organization were filed on March 15, 2002.

III.

Article I of the Articles of Organization of the Company is amended to read as follows:

"ARTICLE I

The name of the Company is Internet Billing Company, LLC."

All other Articles and provisions of the Articles of Organization shall remain in full force and effect.

IV.

This amendment is executed on April 15, 2002 and is to be effective when filed.

InterCept Billing Company, LLC



By: Scott R. Meyerhoff
Title: Chief Financial Officer and Secretary

SECRETARY OF STATE
2002 APR 15 P 3 07
CORPORATIONS DIVISION

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

CONTROL NUMBER: 0213011
EFFECTIVE DATE: 03/15/2002
JURISDICTION : GEORGIA
REFERENCE : 0070
PRINT DATE : 03/18/2002
FORM NUMBER : 356

NELSON MULLINS, ETAL
GREGORY SCOTT KEES
999 PEACHTREE ST.NE#1400
ATLANTA, GA 30309

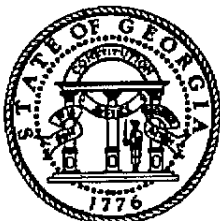
CERTIFICATE OF ORGANIZATION

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

INTERCEPT BILLING COMPANY, LLC
A GEORGIA LIMITED LIABILITY COMPANY

has been duly organized under the laws of the State of Georgia on the effective date stated above by the filing of articles of organization in the Office of the Secretary of State and by the paying of fees as provided by Title 14 of the Official Code of Georgia Annotated.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



Cathy Cox
Secretary of State

**ARTICLES OF ORGANIZATION
OF
INTERCEPT BILLING COMPANY, LLC**

ARTICLE I


The name of the limited liability company is InterCept Billing Company, LLC.

ARTICLE II

Management of the limited liability company is vested in one manager, whose name and address is as follows:

InterCept, Inc.
3150 Holcomb Bridge Road, Suite 200
Norcross, Georgia 30071

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization as of March 15, 2002.



G. Scot Kees, Organizer



CATHY COX
Secretary of State

OFFICE OF SECRETARY OF STATE
CORPORATIONS DIVISION

315 West Tower, #2 Martin Luther King, Jr. Drive
Atlanta, Georgia 30334-1530
(404) 656-2817

Registered agent, officer, entity status information via the Internet
<http://www.sos.state.ga.us/corporations>

WARREN RARY
Director

QUINTILIS B. ROBINSON
Deputy Director

TRANSMITTAL INFORMATION
GEORGIA LIMITED LIABILITY COMPANY

DO NOT WRITE IN SHADED AREA - SOS USE ONLY

DOCKET #	PENDING #	CONTROL #
DOCKET CODE	DATE FILED	CHECK/ RECEIPT #
TYPE CODE	EXAMINER	JURISDICTION (COUNTY) CODE

Handwritten: 7437283, 3/15/02, 407

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE REMAINDER OF THIS FORM

1.	020700755 LLC Name Reservation Number InterCept Billing Company, LLC LLC Name
2.	Gregory Scot Kees Applicant/Attorney 999 Peachtree St. NE, Suite 1400 Address Atlanta GA 30309 City State Zip Code Telephone Number 404-817-6265
3.	3150 Holcomb Bridge Road, Suite 200 Principal Office Mailing Address Norcross Georgia 30071 City State Zip Code
4.	John W. Collins Name of Registered Agent in Georgia 3150 Holcomb Bridge Road, Suite 200 Registered Office Street Address in Georgia Norcross Gwinnett GA 30071 City County State Zip Code
5.	Name and Address of each organizer (Attach additional sheets if necessary) Gregory Scot Kees 999 Peachtree St. Suite 1400 Atlanta Georgia 30309 Organizer Address City State Zip Code
6.	Mail or deliver to the Secretary of State, at the above address, the following: 1) This transmittal form 2) Original and one copy of the Articles of Organization 3) Filing fee of \$75.00 payable to Secretary of State. Filing fees are NON-refundable.
<p><i>Handwritten Signature</i> _____ Date <u>3/15/02</u></p> <p>Member, Manager, Organizer or Attorney-in-fact (Circle one)</p>	