

Paymentech

1601 Elm Street
Dallas, TX 75201
Tel (214) 849-3000
www.paymentech.com

M9900000 1530

September 20, 1999

Department of State
Registration Section
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

800002997238--8
-09/27/99--01058--013
****285.00 ****285.00

RE: **Paymentech Network Services, LLC** (the "LLC")

Ladies and Gentlemen:

Please find enclosed the following documents necessary to register the LLC to transact business in Florida:

- filing fee in the amount of \$285.00;
- application to transact business;
- affidavit of membership; and
- certificate of designation of registered agent.

Should you have any questions regarding the enclosed documents please contact me directly at (214) 849-2075. Thank you for your assistance.

Sincerely,

Tracey McAllister
Tracey McAllister
Director and Paralegal

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

/tm
Enclosures

Tracey McAllister GAVE
AUTHORIZATION BY PHONE TO
CORRECT *manager titles*
DATE *9-29-99*
DOC. EXAM. *JB*

JB
9-29-99

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

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. Paymentech Network Services, LLC
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 74-2924428
(FEI number, if applicable)
4. July 23, 1999
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. July 27, 1999
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 4200 West Cypress Street, Ste. 500
Tampa, Florida 33609
(Street address of principal office)
8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:

TITLE:

NAME & ADDRESS:

TITLE:

Banc One Payment Svcs. LLC
1601 Elm St., Ste 900
Dallas, TX 75201

mgrm

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TALLAHASSEE, FLORIDA

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9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of Paymentech
Network Services, LLC certifies:

1) the above named limited liability company has at least one member;

2) the total amount of cash contributed by the member(s) is \$ 100.00;

3) if any, the agreed value of property other than cash contributed by member(s) is \$ —;
(A description of the property is attached and made a part hereto.)
and

4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$ 100.00.
(This total includes amounts from 2 and 3 above.)

Banc One Payment Services, L.L.C.

By: Philip E. Taken

Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this
affidavit constitutes an affirmation under the penalties of perjury that the facts
stated herein are true.)

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Philip E. Taken, Chief Administrative Officer,
Typed or printed name of signee General Counsel

Filing Fee: \$250.00 for Application and Affidavit

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE
STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Paymentech Network Services, LLC

2. The name and the Florida street address of the registered agent and office are:

Lynne Olsson
(Name)

4200 West Cypress St., Ste. 500
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Tampa, FL 33609
City/State/Zip

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Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

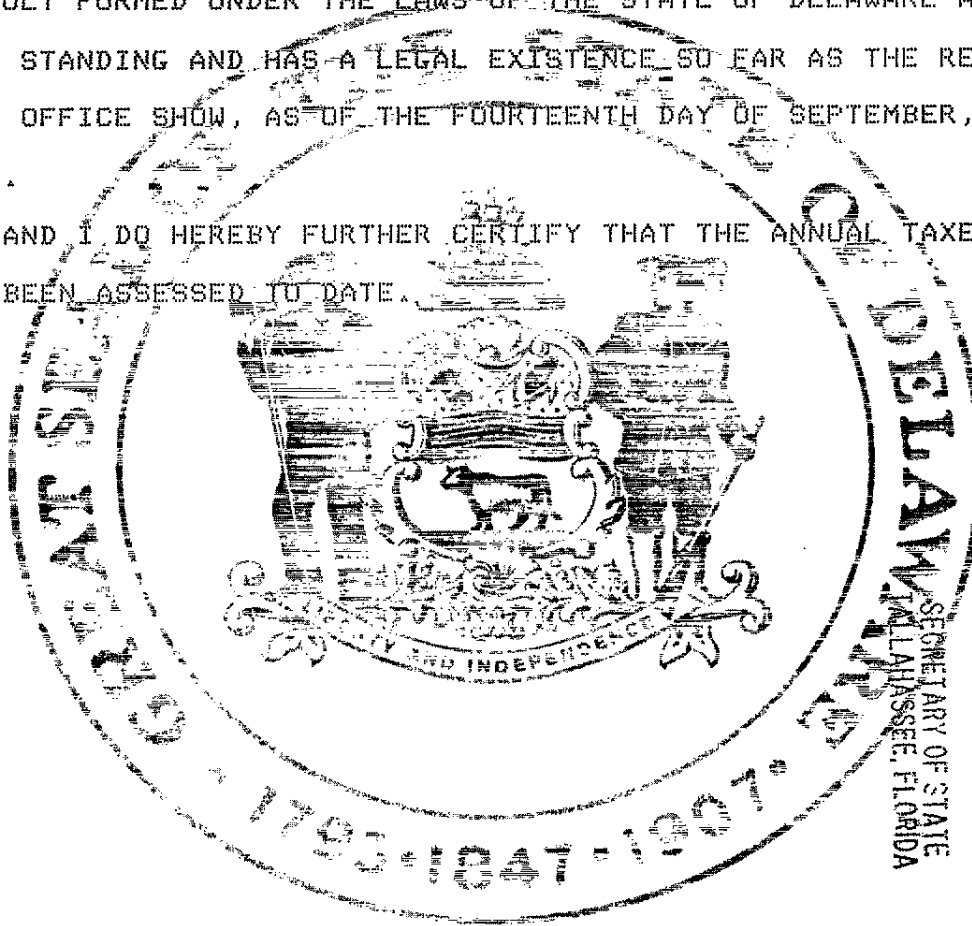

(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PAYMENTECH NETWORK SERVICES, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTEENTH DAY OF SEPTEMBER, A.D. 1999.

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



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

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09-14-99