

Document Number Only

F00000000/220

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 (850)222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

300003137203--7

-02/16/00--01047--016

*****70.00 *****70.00

Card Pro, Inc.

☒ Profit

☐ NonProfit

☐ Limited Liability Company

☒ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☐ Merger

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Limited Liability Partnership

☐ Certified Copy

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Other

☐ Change of R.A.

☐ Fictitious Name

☐ CUS

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Call if Problem

☐ Will Wait

☐ After 4:30

☒ Pick Up

Name

Availability

Document

Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier

PLEASE RETURN EXTRA COPY(S)

FILE STAMPED

THANKS

CONNIE BERNAN

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 FEB 16 AM 11:30

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 16, 2000

CT CORP. SYSTEM

SUBJECT: CARD PRO, INC.
Ref. Number: W00000004218

*d/b/a
Cardtronics Inc.*

We have received your document for CARD PRO, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

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, 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) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 800A00008154

3/4

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

09 MAR -6 AM 9:18

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00 MAR -6 AM 11:15


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RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Ralph H. Clinard, do hereby certify that this resolution of the Board of Directors of CardPro, Inc. Corporation duly organized and existing under the laws of the State of Texas, was duly adopted on this day August 9th 1993.

Resolved, that CardPro, Inc. organized and existing in the State of Texas hereby adopts the name CARDTRONICS INC. for use in Florida.

Dated: 3/1/00


Ralph H. Clinard

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00 MAR -6 AM 9:18
SECRETARY OF STATE
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. Card Pro, 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. Texas

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

3. 760419117

(FEI number, if applicable)

4. August 9, 1993

(Date of incorporation)

5. Perpetual

(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. 3000 Hayes, Suite 101, Houston, Texas 77082

(Current mailing address)

8. ATM products and services.

(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:

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

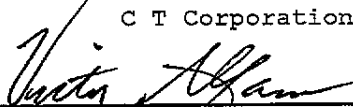
Plantation, Florida, 33324
(Zip Code)

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TALLAHASSEE, FLORIDA

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System



(Registered agent's signature) (Officer)

VICTOR ALFANO
ASSISTANT SECRETARY

(Type Name and Title of Officer)

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:

A. DIRECTORS

Chairman: Ralph Clinard

Address: 3000 Hayes, Suite 101
Houston, Texas 77082

Vice Chairman: _____

Address: _____

Director: Michael H Clinard

Address: 3000 Hayes, Suite 101
Houston, Texas 77082

Director: Brian Archer

Address: 3000 Hayes, Suite 101
Houston, Texas 77082

B. OFFICERS

President: see attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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Treasurer: _____

Address: _____

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. Michael Clinard, Secretary

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

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TALLAHASSEE, FLORIDA

Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Officers of
Card Pro, Inc.**

1. Ralph Clinard, President
3000 Hayes, Suite 101
Houston, Texas 77082
2. Michael H Clinard, CFO
3000 Hayes, Suite 101
Houston, Texas 77082
3. Brian Archer, VP
3000 Hayes, Suite 101
Houston, Texas 77082
4. Michael Clinard, Secretary
3000 Hayes, Suite 101
Houston, Texas 77082

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09 MAR -6 AM 9:18

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



The State of Texas

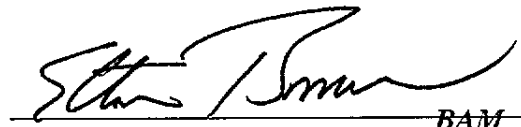
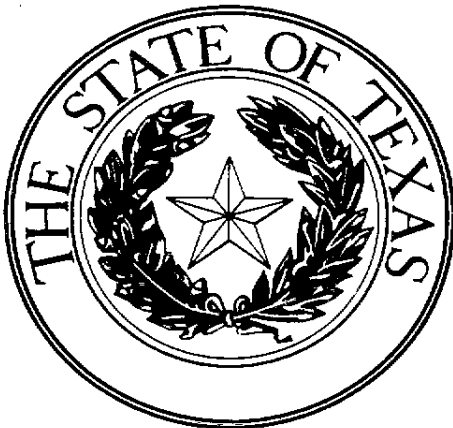
SECRETARY OF STATE

IT IS HEREBY CERTIFIED that
Articles of Incorporation of

CARD PRO, INC.
File No. 1280589

were filed in this office and a certificate of incorporation was issued to this corporation,
and no certificate of dissolution is in effect and the corporation is currently in existence.

*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
Austin, Texas on February 10, 2000.*


BAM

Elton Bomer
Secretary of State