

Division of Corporations

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**Florida Department of State
Division of Corporations
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FOREIGN PROFIT QUALIFICATION**Total System Solutions, Inc.**

Certificate of Status	0
Certified Copy	1
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**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. Total System Solutions, 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. New York
(State or country under the law of which it is incorporated)
3. 11-3118958
(FEI number, if applicable)
4. June 4, 1992
(Date of incorporation)
5. Perpetual
(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. 16750 N. E. 10th Avenue, Unit 213
No. Miami Beach, FL 33162
(Current mailing address)
8. Computer Software Development
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)
- Name: COBER CORPORATE AGENTS, INC.
Office Address: 2601 South Bayshore Dr., 19th Fl.
Miami, Florida, 33133
(Zip code)

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)
MICHAEL A. BERKE, Vice President

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)

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(FAX) 305 857 0857

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A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Daniel Goodman

Address: 16750 NE 10th Ave., Unit 213
No. Miami Beach, FL 33162

Director: _____

Address: _____

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

President: Daniel Goodman

Address: 16750 NE 10th Ave., Unit 213
No. Miami Beach, FL 33162

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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. Daniel Goodman, President

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

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State of New York
Department of State) ss:

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I hereby certify, that the Certificate of Incorporation of TOTAL SYSTEM SOLUTIONS, INC. was filed on 06/04/1992, with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation. I further certify the following:

A Biennial Statement was filed 06/24/1993.

A Biennial Statement was filed 06/25/1996.

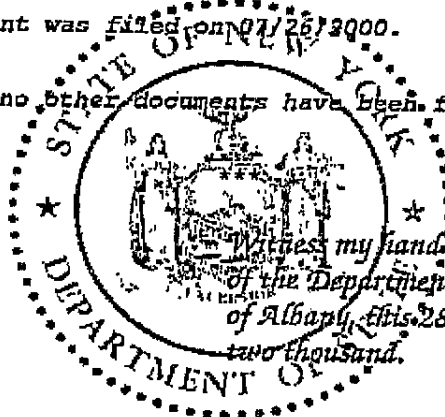
A Biennial Statement was filed 08/24/1998.

A Certificate of Amendment was filed on 05/25/2000.

A Biennial Statement was filed 07/11/2000.

A Certificate of Amendment was filed on 07/25/2000.

I further certify, that no other documents have been filed by such Corporation.



J. Leub

Special Deputy Secretary of State

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RESOLUTION OF BOARD OF DIRECTORS

I, undersigned, Daniel Goodman, do hereby certify that this Resolution of the Board of Directors of Total System Solutions, Inc., a corporation duly organized and existing under the laws of the State of New York, was duly adopted on July 31, 2000. Be it resolved, that Total System Solutions, Inc., organized and existing in the State of New York, hereby adopts the name Total System Solutions of Miami, Inc. for use in Florida as the Company's name is currently in use in Florida.

Dated: August 2, 2000



Daniel Goodman, President and Sole Director

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