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Planet Group Inc.
950 Third Avenue, 18th Floor
New York, NY 10022

Telephone (212) 980 - 5100
Facsimile (212) 319 - 4880
E-mail: awaxer@planetpayment.com
<http://www.planetpayment.com>

October 12, 2000

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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**Re: Planet Group, Inc. Application by Foreign Corporation for
Authorization to Transact Business in Florida**

Dear Sirs,

Enclosed please find:

- (1) *Transmittal Letter;*
- (2) *Application By Foreign Corporation For Authorization To Transact
Business in Florida;*
- (3) *Check Made To The Registration Section: Division Of Corporations*
- (4) *Certificate of Existence/Good Standing: Re: Planet Group, Inc.*

Should you have any questions or comments, please do not hesitate to contact me.

With kind regards,

Very truly yours,

A handwritten signature in cursive script, appearing to read "Adam Waxer".

Adam Waxer

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Planet Group, Inc.
(Name of corporation - must include suffix)

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.

Please return all correspondence concerning this matter to the following:

Graham N. Arad

(Name of Person)

Planet Group Inc.

(Firm/Company)

950 Third Avenue, 18th Floor

(Address)

New York, New York 10022

(City/State and Zip code)

For further information concerning this matter, please call:

Adam Waxer

(Name of Person)

at (212) 319-0800

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Registration 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

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TALLAHASSEE, FLORIDA

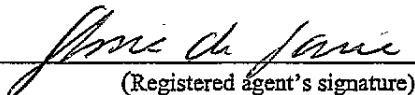
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*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. Planet Group, 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. Delaware 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. October 12, 1999 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. October 1, 2000
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 950 Third Avenue, 18th Floor, New York, New York 10022
(Principal office address)
950 Third Avenue, 18th Floor, New York, New York 10022
(Current mailing address)
8. Engage in any lawful act or activity for which corporations may be organized under the General Corporate Law of Delaware
(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: Gloria Faria
Office Address: 8700 W. Flagler Street, Suite 210
Miami, Florida 33174
(City) (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.


(Registered agent's signature)

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.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Philip D. Beck

Address: 950 Third Avenue, 18th Floor
New York, New York 10022

Vice Chairman: _____

Address: _____

Director: Graham N. Arad

Address: 950 Third Avenue, 18th Floor
New York, New York 10022

Director: Cameron McColl

Address: Hillwoodlea, Roslin, Midlothian
UK EH25 9 RD

B. OFFICERS

President: Philip D. Beck

Address: 950 Third Avenue, 18th Floor
New York, New York 10022

Vice President: _____

Address: _____

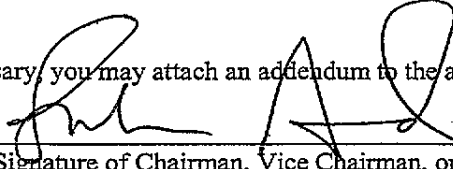
Secretary: Graham N. Arad

Address: 950 Third Avenue, 18th Floor

Treasurer: Graham N. Arad

Address: 950 Third Avenue, 18th Floor, New York, New York 10022

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. Graham N. Arad, Secretary/Treasurer
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State PAGE 1


I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PLANET GROUP, 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 FOURTH DAY OF OCTOBER, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PLANET GROUP, INC." WAS INCORPORATED ON THE TWELFTH DAY OF OCTOBER, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA





Edward J. Freel, Secretary of State

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AUTHENTICATION: 0717210

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DATE: 10-04-00