F01000001227

CT CORPORATION SYSTEM

CORPORATION(S) NAME

IVI Checkmate Inc.

01 MAR -5 PM 2:34
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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-03/05/01--01078--012
*****70.00 *****70.00

(X) Profit () Nonprofit	() Amendment	() Merger
(X) Foreign	() Dissolution/Withdrawal () Reinstatement	() Mark
() Limited Partnership () LLC	() Annual Report () Name Registration () Fictitious Name	() Other () Change of RA () UCC
() Certified Copy	() Photocopies	() CUS
() Call When Ready (x) Walk In () Mail Out	() Call If Problem () Will Wait	() After 4:30 (x) Pick Up

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DIVISION OF CORPORATIONS
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Name 3/5/01 Order#: 3721540
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Verifier ______
W.P. Verifier ______

CB

Ref#: ______

Amount: $ ______

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

np 3/5

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:

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TALLAHASSEE, FLORIDA

1. IVI Checkmate 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. Georgia
(State or country under the law of which it is incorporated)

3. 58-2375201
(FEI number, if applicable)

4. June 23, 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. 1003 Mansell Road, Roswell, Georgia 30076
(Current mailing address)

8. Design, develop and market software and hardware products to facilitate electronic payment transactions.
(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: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324
(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.

C T Corporation System
Connie Bryan
CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY
(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.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

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

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TALLAHASSEE, FLORIDA

Chairman: See attached

Address:

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

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

President: See attached

Address:

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. John J. Neubert, Chief Financial Officer
(Typed or printed name and capacity of person signing application)

ATTACHMENT
TO
APPLICATION BY FOREIGN CORPORATION
FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
FOR
IVI CHECKMATE INC.

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TALLAHASSEE, FLORIDA

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

A. DIRECTORS

L. Barry Thomson, Chairman
c/o IVI Checkmate Inc.
1003 Mansell Road
Roswell, Georgia 30076

James W. Crowley
c/o IVI Checkmate Inc.
1003 Mansell Road
Roswell, Georgia 30076

John J. Neubert
c/o IVI Checkmate Inc.
1003 Mansell Road
Roswell, Georgia 30076

Frank C. Peters
c/o IVI Checkmate Inc.
1003 Mansell Road
Roswell, Georgia 30076

Howard Yenke
c/o IVI Checkmate Inc.
1003 Mansell Road
Roswell, Georgia 30076

B. OFFICERS

L. Barry Thomson, President and Chief Executive Officer
c/o IVI Checkmate Inc.
1003 Mansell Road
Roswell, Georgia 30076

John J. Neubert, Executive Vice President, Chief Financial Officer and Secretary
c/o IVI Checkmate Inc.
1003 Mansell Road
Roswell, Georgia 30076

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

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TALLAHASSEE, FLORIDA

ALSTON & BIRD LLP
JAN EZELL
1201 W. PEACHTREE ST ONE ATLANTIC CNTR
ATLANTA, GA 303093424

CERTIFICATE OF EXISTENCE

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

IVI CHECKMATE INC.
A DOMESTIC PROFIT CORPORATION

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.

STATE OF GEORGIA
CONSTITUTION
WISDOM JUSTICE MODERATION
1776

Cathy Cox

Cathy Cox
Secretary of State