

CT CORPORATION SYSTEM

F010000001826

CORPORATION(S) NAME

LML Payment Systems Corp.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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|--|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input checked="" type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

4/4/01

Order#: 390536

Ref#: _____

Amount: \$ _____

32 4/4/01

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 APR -4 AM 11:23
NOT REJECTED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

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

**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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1. LML Payment Systems Corp.

(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

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

3. 52-2084651

(FEI number, if applicable)

4. February 23, 1998

(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. 1330 River Bend Drive, Ste. 600, Dallas, Texas 75247

(Current mailing address)

8. See attached purpose clause

(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

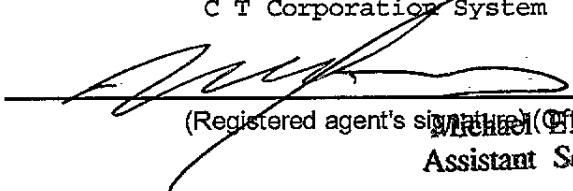
Plantation, Florida, 33324

(Zip Code)

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) Michael J. Jones
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: See attached list of directors

Address: _____

Vice Chairman: See attached list of directors

Address: _____

Director: See attached list of directors

Address: _____

Director: _____

Address: _____

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. Patrick H. Gaines, President _____
(Typed or printed name and capacity of person signing application)

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

**Purpose Clause of
LML Payment Systems Corp.**

To do financial transaction processing including check verification and collection services, along with electronic processing services, including Electronic Check Re-presentment or "RCK"; Electronic Check Conversion or "ECC"; debit; credit; Electronic Funds Transfer and Electronic Benefits Transfer.

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SECRET
STATE
FLORIDA

ATTACHMENT TO APPLICATION OF
LML PAYMENT SYSTEMS CORP.

DIRECTORS AND OFFICERS

<u>Name</u>	<u>Title</u>	<u>Business Address</u>
Patrick H. Gaines	Director CEO and President	1330 River Bend Dr. Suite 600 Dallas, TX 75247
Wendy J. Ogilvie	Director Ex. Vice President	1330 River Bend Dr. Suite 600 Dallas, TX 75247
Kat E. Frey	Ex. Vice President and Asst. Sec.	1330 River Bend Dr. Suite 600 Dallas, TX 75247
Robert E. Peyton	Ex. Vice President	4141 N. Granite Reef Rd. Suite 241 Scottsdale, Arizona 85251
Linda Davis	Senior Vice President	1024 N. West St. Wichita, KS 62703
Shawn Guest	Vice President	1024 N. West St. Wichita, KS 62703
Pete Stenhjem	Vice President	4141 N. Granite Reef Rd. Suite 241 Scottsdale, Arizona 85251
Joseph Bandiera	Vice President	4141 N. Granite Reef Rd. Suite 241 Scottsdale, Arizona 85251
Carolyn Mosher	Secretary	1330 River Bend Dr. Suite 600 Dallas, TX 75247
Theodore Cassell	Asst. Sec.	1330 River Bend Dr. Suite 600 Dallas, TX 75247

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State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "LML PAYMENT SYSTEMS CORP." 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 SECOND DAY OF APRIL A.D. 2001.

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

FILED
APR 24 PM 2:49
SECRETARY OF STATE
DELAWARE



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1058966

DATE: 04-02-01