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FILED
01 AUG -3 PM 12:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : July 19, 2001

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ORDER NO. : 228795-045

CUSTOMER NO: 4320916

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CUSTOMER: Marty Pomerance, Paralegal
Dorsey & Whitney L.l.p.
250 Park Avenue

New York, NY 10177

FOREIGN FILINGS

NAME: HEARTLAND PAYMENT SYSTEMS,
INC.

XXXX QUALIFICATION (TYPE: CO)

BK

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull -- EXT# 1115

EXAMINER: _____

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 AUG -3 AM 10:10
NOT INTENDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

**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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JUN -3 PM 12:33
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

1. HEARTLAND PAYMENT SYSTEMS, 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

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

3. 22-3755714

(FEI number, if applicable)

4. June 16, 2000

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification

(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.)

130 Nassau Street

7. Princeton, NJ 08542-7006

(Principal office address)

P.O. Box 220, Princeton, NJ 08542

(Current mailing address)

Payment processing. To engage in any act or activity for which corporations may be organized.

8. _____

(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

(City)

, Florida 32301

(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.

Corporation Service Company

By: _____

(Registered agent's signature)

Christine J. Gates, Assistant 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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached officers/directors rider

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. Robert Baldwin, Secretary

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

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TALLAHASSEE, FLORIDA

OFFICER/DIRECTOR LISTING
HEARTLAND PAYMENT SYSTEMS, INC.

Robert O. Carr – C.E.O., President and Director
130 Nassau Street
Princeton, NJ 08542

Robert Baldwin – Secretary and Director
130 Nassau Street
Princeton, NJ 08542

Martin J. Uhle - Director
130 Nassau Street
Princeton, NJ 08542

Brooks Terrell - Director
130 Nassau Street
Princeton, NJ 08542

Mike Hammer - Director
130 Nassau Street
Princeton, NJ 08542

Donnie Lassiter - Director
130 Nassau Street
Princeton, NJ 08542

Alan Atkins - Director
130 Nassau Street
Princeton, NJ 08542

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TALLAHASSEE, FLORIDA

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 "HEARTLAND PAYMENT SYSTEMS, 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 NINETEENTH DAY OF JULY, A.D. 2001.

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3248384 8300

AUTHENTICATION: 1251982

010349150

DATE: 07-19-01