

CT CORPORATION SYSTEM

F02000000445

CORPORATION(S) NAME

Interpay, Inc.

FILED
02 JAN 28 PM 3:05
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 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 | | |

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DIVISION OF CORPORATIONS

Name _____
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Examiner _____
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Verifier _____
W.P. Verifier _____

1/28/02

Order#: 5078023

FILE SECOND

500004830635--6
-01/28/02--01040--022
Ref#: *****70.00 *****70.00

Amount: \$ _____

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

A CCH LEGAL INFORMATION SERVICES COMPANY

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. Interpay, 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. Massachusetts 3. 04-3580438
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. October 26, 2001 5. Perpetual
(Date of incorporation) (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.)

7. 120 Forbes Boulevard, Mansfield, MA 02048
(Principal office address)
- 120 Forbes Boulevard, Mansfield, MA 02048
(Current mailing address)

8. To engage in the business of performing data processing services and any other lawful business or activity.
(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: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324
(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.

CT Corporation System

Kristen Betzger
(Registered agent's signature)

KRISTEN BETZGER
SECRETARY

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 Exhibit

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See Attached Exhibit

Address: _____

Vice President: _____

Address: _____

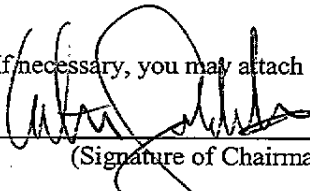
Secretary: _____

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. Lester Goldstein, President
(Typed or printed name and capacity of person signing application)

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JUN 28 PM 3:05
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

INTERPAY, INC.

LIST OF OFFICERS AND DIRECTORS

<u>Name</u>	<u>Title</u>	<u>Business Address</u>
Lester Goldstein	President and CEO	120 Forbes Boulevard Mansfield, MA 02048
Jack Doyle	Senior Vice President, CFO, Treasurer and Assistant Secretary	120 Forbes Boulevard Mansfield, MA 02048
Paul Bochicchio	Secretary	c/o FleetBoston Financial Corp. 100 Federal Street 21 st Floor, MA DE 10019A Boston, MA 02110
Norman DeLuca	Chairman, Board of Directors	c/o Fleet Small Business Services 1075 Main Street, 2 nd Floor MA DE 13502D Waltham, MA 02451
Leo Breitman	Director	c/o FleetBoston Financial Corp. 100 Federal Street 25 th Floor MA DE 10025A Boston, MA 02110
William Davidson	Director	c/o FleetBoston Financial Corp. 100 Federal Street 16 th Floor MA DE 10016C Boston, MA 02110
Lester Goldstein	Director	120 Forbes Boulevard Mansfield, MA 02048
Robert Hedges	Director	c/o FleetBoston Financial Corp. 100 Federal Street 25 th Floor MA DE 10025A Boston, MA 02110
Terry Laughlin	Director	c/o FleetBoston Financial Corp. 100 Federal Street 23 rd Floor MA DE 10023A Boston, MA 02110
Carolyn Schoenecker	Director	c/o FleetBoston Financial Corp. 1 Federal Street Boston, MA 02110

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JUN 28 PM 3 05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



William Francis Galvin
Secretary of the
Commonwealth

The Commonwealth of Massachusetts

Secretary of the Commonwealth

State House, Boston, Massachusetts 02133

November 6, 2001

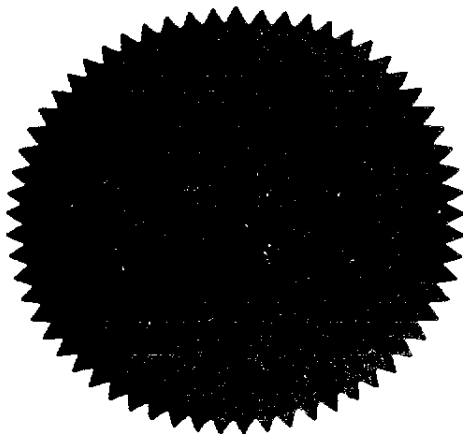
TO WHOM IT MAY CONCERN:

I hereby certify that according to the records of this office,

INTERPAY, INC.

is a domestic corporation organized on **October 26, 2001**, under the General Laws of the Commonwealth of Massachusetts.

I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156B section 101 for said corporation's dissolution; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.



In testimony of which,

I have hereunto affixed the

Great Seal of the Commonwealth

on the date first above written.

William Francis Galvin

Secretary of the Commonwealth

*MGL Chapter 156B Section 83A provides that certain consolidations and mergers may be filed with the division within thirty days after the effective date of the merger or consolidation.

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TALLAHASSEE, FLORIDA

