

F020000001131

CORPORATION(S) NAME

Aquila Merchant Services, Inc.

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FILED
02 MAR -5 PM 1:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6

RECEIVED
02 MAR -5 AM 11:52
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

☒ Profit
☐ Nonprofit
☒ Foreign

☐ Amendment
☐ Dissolution/Withdrawal
☐ Reinstatement

☐ Merger
☐ Mark
☐ Other
☐ Change of RA
☐ UCC
☐ CUS

☐ Limited Partnership
☐ LLC

☐ Annual Report
☐ Name Registration
☐ Fictitious Name

☐ Certified Copy

☐ Photocopies

☐ Call When Ready

☐ Call If Problem

☐ After 4:30

☒ Walk In

☐ Will Wait

☒ Pick Up

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RK

Name

3/5/02

Order#: 5162279

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Verifier _____

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file first

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03/05/02--01040--001
*****70.00 *****70.00

Amount: \$ _____

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**

FILED
MAR 29 PM 11:39
OFFICE OF THE
SECRETARY OF STATE
TALLAHASSEE, 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. Aquila Merchant Services, 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. 47-0683480

(FEI number, if applicable)

4. 03/21/1991

(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. 1100 Walnut, Suite 3300, Kansas City, MO 64106

20 W. 9th Street, Kansas City, MO 64105

(Current mailing address)

8. Holding company

(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

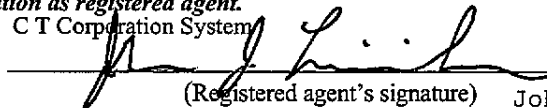
Plantation, Florida, 33324

(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



(Registered agent's signature) John J. Linnihan, Asst. VP

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)

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

A. DIRECTORS

SEE ATTACHMENT

Chairman: SEE ATTACHMENT

Address:

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

B. OFFICERS

President: SEE ATTACHMENT

Address:

Vice President:

Address:

Secretary:

Address:

Treasurer:

Address:

SEE ATTACHMENT

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. Edward K. Mills, President

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

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TALLAHASSEE, FLORIDA

Directors, Officers Report

Aquila Merchant Services, Inc.

Tuesday, February 19, 2002

DIRECTORS

Richard C. Green, Jr. Director
Primary Address: 20 W. 9th Street
Kansas City, MO 64105 USA

Robert K. Green Director
Primary Address: 20 W. 9th Street
Kansas City, MO 64105 USA

Edward K. Mills Director
Primary Address: 1100 Walnut, Suite 3300
Kansas City, MO 64106 USA

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TALLAHASSEE, FLORIDA

OFFICERS

Robert K. Green Chairman of the Board and Chief Executive Officer
Primary Address: 20 W. 9th Street
Kansas City, MO 64105 USA

Edward K. Mills President
Primary Address: 1100 Walnut, Suite 3300
Kansas City, MO 64106 USA

Jeffrey D. Ayers General Counsel and Secretary
Primary Address: 1100 Walnut, Suite 3300
Kansas City, MO 64106

Sara L. Henning Assistant Secretary
Primary Address: 20 W. 9th Street
Kansas City, MO 64105 USA

Thomas P. Marko Assistant Secretary
Primary Address: 1100 Walnut, Suite 3300
Kansas City, MO 64106 USA

John A. Shealy Senior Vice President and General Manager Corporate Development
Primary Address: 1100 Walnut, Suite 3300
Kansas City, MO 64106 USA

Timothy M. Spear Assistant Secretary
Primary Address: 1100 Walnut, Suite 3300
Kansas City, MO 64106 US

Daniel J. Streek Chief Financial Officer
Primary Address: 1100 Walnut, Suite 3300
Kansas City, MO 64106 USA

Joseph L. Gocke Treasurer
Primary Address: 1100 Walnut, Suite 3300
Kansas City, MO 64106 USA

Aquila Merchant Services, Inc. Con't.

Dwight Cook Assistant Treasurer
Primary Address: 1100 Walnut, Suite 3300
Kansas City, MO 64106 USA

C. Amy Tucker Assistant Treasurer
Primary Address: 1100 Walnut, Suite 3300
Kansas City, MO 64106 USA

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TALLAHASSEE, FLORIDA

Delaware

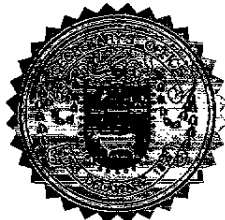
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AQUILA MERCHANT SERVICES, INC. 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 FIRST DAY OF MARCH, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1640411

DATE: 03-01-02

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SECRETARY OF STATE
DELAWARE