

FO2000003598

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

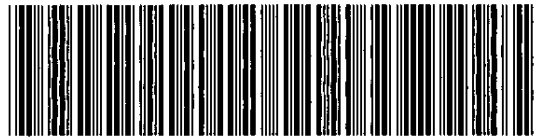
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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01/11/10--01024--004 **35.00

10 JAN 11 PM 1:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

Handwritten signature and date: 01/11/10



January 5, 2010

Florida Department of State
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Electronic Data Resources, Inc.
Application by Foreign Corporation to File Amendment to Application for
Authorization to Transact Business in Florida

Dear Sir or Madam:

Enclosed for filing in the above referenced matter, please find an original and one copy of the Cover Letter and Application by Foreign Corporation to File Amendment to Application for Authorization to Transact Business in Florida for one of our subsidiary corporations, Electronic Data Resources, Inc. We are changing the name of the corporation to PAI Merchant Services, Inc.

Please file the original and file stamp the additional copy and return the copy to my office in the enclosed, stamped, self-addressed envelope.

Thank you for your assistance in this matter.

Very sincerely yours,

A handwritten signature in black ink, appearing to be "Lloyd R. Chatham", is written over the typed name and title.

Lloyd R. Chatham
Vice-President and General Counsel
Payment Alliance International, Inc.

LRC/lrc
Enclosures

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: ELECTRONIC DATA RESOURCES, INC.
Name of Corporation

DOCUMENT NUMBER: F02000003598

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

JOHN J. LEEHY, III
Name of Contact Person

PAYMENT ALLIANCE INTERNATIONAL, INC.
Firm/Company

11857 COMMONWEALTH DR.
Address

LOUISVILLE, KY 40299
City/State and Zip Code

JOHNLE@PAYMENTALLIANCEINTL.COM
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

LLOYD CHATHAN at (601) 863-2157
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

- \$35.00 Filing Fee \$43.75 Filing Fee & Certificate of Status \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

FO200003598

(Document number of corporation (if known))

1. ELECTRONIC DATA RESOURCES, INC.
(Name of corporation as it appears on the records of the Department of State)
2. DELAWARE (Incorporated under laws of) 3. 7-15-2002 (Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? DECEMBER 8, 2009

5. PAI MERCHANT SERVICES, INC.
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

JOHN J. LEEHY, III
(Typed or printed name of person signing)

PRESIDENT & CEO
(Title of person signing)

10 JAN 11 PM 1:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "ELECTRONIC DATA RESOURCES, INC.", CHANGING ITS NAME FROM "ELECTRONIC DATA RESOURCES, INC." TO "PAI MERCHANT SERVICES, INC.", FILED IN THIS OFFICE ON THE EIGHTH DAY OF DECEMBER, A.D. 2009, AT 1:25 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

3002923 8100

091078284

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7688819

DATE: 12-09-09

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:33 PM 12/08/2009
FILED 01:25 PM 12/08/2009
SRV 091078284 - 3002923 FILE

**CERTIFICATE OF AMENDMENT
OF
AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
ELECTRONIC DATA RESOURCES, INC.**

Electronic Data Resources, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"),

DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of the Corporation, by the unanimous written consent of the members of the Board of Directors, adopted a resolution proposing and declaring advisable an amendment to the Amended and Restated Certificate of Incorporation of the Corporation. The resolution setting forth the proposed amendment is as follows:

BE IT RESOLVED, that

The Board hereby approves and recommends for approval by the Sole Stockholder the following amendment (the "Amendment") to the Corporation's Amended and Restated Certificate of Incorporation:

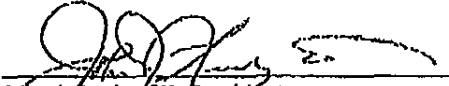
Article One of the Corporation's Amended and Restated Certificate of Incorporation is amended so that as amended it shall read in its entirety as follows:

The name of the corporation is PAI Merchant Services, Inc.
(hereinafter called the "Corporation")

SECOND: That in lieu of a meeting and vote of stockholders, the sole stockholder has given its written consent to the Amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the Amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by John J. Lechy, III, its President, this 21st day of December, 2009.



John J. Lechy, III, President