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(Requestor's Name)

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(Address)

(City/State/Zip/Phone #)

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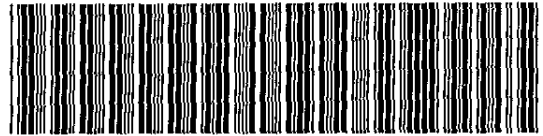
(Business Entity Name)

(Document Number)

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BK

**CORPORATE
ACCESS,
INC.**

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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Foreign

1.)

Goldleaf Technologies, Inc.

(CORPORATE NAME & DOCUMENT #)

2.)

(CORPORATE NAME & DOCUMENT #)

3.)

(CORPORATE NAME & DOCUMENT #)

4.)

(CORPORATE NAME & DOCUMENT #)

5.)

(CORPORATE NAME & DOCUMENT #)

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**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. Goldleaf Technologies, 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 natural person or partnership if not so contained in the name at present.)

2. Delaware 3. 62-1810076
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. December 6, 2000 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 2001
(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. 214 Overlook Court #120, Brentwood, TN 37027
(Principal office address)

214 Overlook Court #120, Brentwood, TN 37027
(Current mailing address)

8. To engage in any lawful activity for which corporations may be organized under Delaware General Corp. Law.
(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: NRAI Services, Inc.

Office Address: 526 E. Park Avenue

Tallahassee, Florida 32301
(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.

NRAI Services, Inc.

By: M. Ferdinand
(Registered agent's signature)

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: Carl Brasser

Address: 214 Overlook Court #120
Brentwood, TN 37027

Vice Chairman: Flake Oakley

Address: One Commerce Street, Fourth Floor
Montgomery, AL 36104

Director: Paul McCulloch

Address: 214 Overlook Court #120
Brentwood, TN 37027

Director: Sarah Moore

Address: One Commerce Street, Fourth Floor
Montgomery, AL 36104

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B. OFFICERS

President: Paul McCulloch

Address: 214 Overlook Court #120
Brentwood, TN 37027

Vice President: n/a

Address: _____

Secretary: Lori Walker-Long

Address: 214 Overlook Court #120, Brentwood, TN 37027

Treasurer: n/a

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Paul McCulloch
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Paul McCulloch, President
(Typed or printed name and capacity of person signing application)

ADDENDUM – COMPLETE LIST OF OFFICERS AND DIRECTORS OF
GOLDLEAF TECHNOLOGIES, INC.

Directors:

Paul McCulloch
214 Overlook Court #120
Brentwood, TN 37027

Carl Brasser, Chairman
214 Overlook Court #120
Brentwood, TN 37027

Jon Spencer
The Programming Corporation
565 Fifth Avenue, 3rd Floor
New York, NY 10017

Flake Oakley
One Commerce Street
Fourth Floor
Montgomery, AL 36104

Sarah Moore
One Commerce Street
Fourth Floor
Montgomery, AL 36104

Lorrie Madden
One Commerce Street
Fourth Floor
Montgomery, AL 36104

Bill McCrary
One Commerce Street
Fourth Floor
Montgomery, AL 36104

Officers:

Paul McCulloch	President and CEO
Lori Walker-Long	Secretary
David Peterson	Executive Vice President
Bruce Krajewski	Executive Vice President and COO
Mary La Haie	Controller

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Delaware

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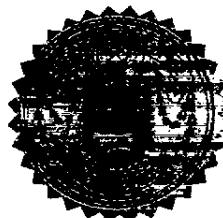
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GOLDLEAF TECHNOLOGIES, 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 SECOND DAY OF DECEMBER, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "GOLDLEAF TECHNOLOGIES, INC." WAS INCORPORATED ON THE SIXTH DAY OF DECEMBER, A.D. 2000.

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

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3327948 8300

AUTHENTICATION: 2117259

020736214

DATE: 12-02-02