

FD3000004023

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H03000252899 7)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : LEBOEUF, LAMB, GREENE & MACRAE
Account Number : 103727002525
Phone : (904) 630-5338
Fax Number : (904) 353-1673

Kim Dahlberg

03 AUG 13 PM 3:16
RECEIVED
DIVISION OF CORPORATIONS

FOREIGN PROFIT QUALIFICATION

Payformance Corporation

Certificate of Status	0
Certified Copy	0
Page Count	45
Estimated Charge	\$70.00

03 AUG 13 PM 1:01
RECEIVED
DIVISION OF CORPORATIONS

13-03

Electronic Filing Menu

Corporate Filing

Public Access Help

**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. Payformance Corporation

(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. 59-3259342

(FEI number, if applicable)

4. 11/20/2002

(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 §17.155, F.S.)

7. 10550 Deerwood Park Blvd., Ste 300, Jacksonville, FL 32256-2805

(Principal office address)

same

(Current mailing address)

8. See Attachment

(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: **Robert G. Booth**

Office Address: **10550 Deerwood Park Blvd, Ste 300**

Jacksonville

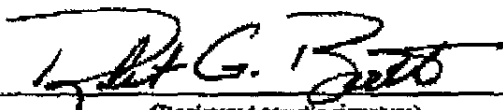
(City)

Florida 32256-2805

(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.



(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.

03 AUG 19 PM 3:15
FILED
AFFIDAVIT
NOT RECORDED
NOT RECORDED

AUG-13-2003 11:20
Aug 12 2003 2:13PM

LLGM
Payformance Corporation

904 358 0201
904-357-6955

P.04
P.3

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

A. DIRECTORS

Chairman: **SEE ATTACHMENT**

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: **SEE ATTACHMENT**

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. David W. Mayer

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

14. **David Mayer, Chief Financial Officer, Treasurer and Secretary**

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

13 AUG 13 PM 3:15
FILED

APPROVED
AND
FILED

Attachment to Florida

Purpose Clause

Transacting any and all lawful business permitted under the laws of the United States and the State of Florida.

Officers & Directors

-
- | | | |
|----|-------------------|--|
| 1. | Full Name: | Phillip Clough |
| | Officer/Director: | Officer, Director |
| | Officer's Title: | Chairman |
| | Business Address: | 10550 Deerwood Park Blvd., Suite 300 |
| | City: | Jacksonville |
| | State: | FL |
| | ZIP Code: | 32256 |
| 2. | Full Name: | Dwayne L. McAfee |
| | Officer/Director: | Officer, Director |
| | Officer's Title: | President, Chief Exec. Officer & Asst. Secretary |
| | Business Address: | 10550 Deerwood Park Blvd., Suite 300 |
| | City: | Jacksonville |
| | State: | FL |
| | ZIP Code: | 32256 |
| 3. | Full Name: | William D. Meadow |
| | Officer/Director: | Officer, Director |
| | Officer's Title: | Chief Technology Officer and Assistant Secretary |
| | Business Address: | 10550 Deerwood Park Blvd., Suite 300 |
| | City: | Jacksonville |
| | State: | FL |
| | ZIP Code: | 32256 |
| 4. | Full Name: | David Mayer |
| | Officer/Director: | Officer |
| | Officer's Title: | Chief Financial Officer, Treasurer and Secretary |
| | Business Address: | 10550 Deerwood Park Blvd., Suite 300 |
| | City: | Jacksonville |
| | State: | FL |
| | ZIP Code: | 32256 |
| 5. | Full Name: | Keith McCoil |
| | Officer/Director: | Officer |
| | Officer's Title: | Vice President - Operations |
| | Business Address: | 10550 Deerwood Park Blvd., Suite 300 |
| | City: | Jacksonville |
| | State: | FL |
| | ZIP Code: | 32256 |
| 6. | Full Name: | Sherry Rathburn |
| | Officer/Director: | Officer |
| | Officer's Title: | Sherry Rathburn |
| | Business Address: | 10550 Deerwood Park Blvd., Suite 300 |
| | City: | Jacksonville |
| | State: | FL |
| | ZIP Code: | 32256 |
| 7. | Full Name: | Jim Root |
| | Officer/Director: | Officer |
| | Officer's Title: | Vice President - Sales |
| | Business Address: | 10550 Deerwood Park Blvd., Suite 300 |

03 AUG 13 PM 3:16
APPROVED
AND
FILED
CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

AUG-13-2003 11:21
Attachment

LLGM

904 358 0201 P.06
1450 1000

City: Jacksonville
State: FL
ZIP Code: 32256

8. Full Name: Andrew Stenson
Officer/Director: Officer
Officer's Title: Vice President
Business Address: 10550 Deerwood Park Blvd., Suite 300
City: Jacksonville
State: FL
ZIP Code: 32256

APPROPRIATE
FILE

03 AUG 13 PM 3:16
SECRETARY'S FILE
1450/2003-01-01

AUG-13-2003 11:20

LLGM

904 358 0201 P.02

AUG-13-2003 10:17

C T CORPORATION

P.02/02

Delaware

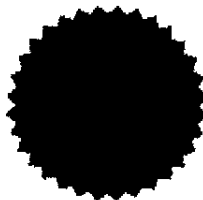
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PAYFORMANCE CORPORATION" 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 SIXTH DAY OF AUGUST, A.D. 2003.

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.



3593340 8300

030514499

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2569193

DATE: 08-06-03

TOTAL P.02