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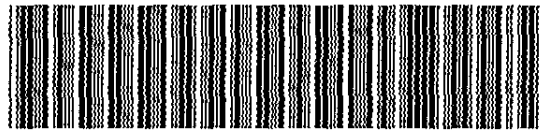
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W03-22387



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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

08/04/03--01090--006 **87.50

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: PaymentWorks, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

<u>Lori Burrow</u>	
	(Name of Person)
<u>PaymentWorks, Inc</u>	
	(Firm/Company)
<u>12110 Manchaca Road Suite 103</u>	
	(Address)
<u>Austin, Texas 78748</u>	
	(City/State and Zip code)

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For further information concerning this matter, please call:

Lori Burrow at (512) 804-1533
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- ☐ \$70.00 Filing Fee ☐ \$78.75 Filing Fee & Certificate of Status ☐ \$78.75 Filing Fee & Certified Copy ☒ \$87.50 Filing Fee, Certificate of Status & Certified Copy



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

August 7, 2003

LORI BURROW
12110 MANAHACA ROAD STE. 103
AUSTIN, TX 78748

SUBJECT: PAYMENTWORKS, INC
Ref. Number: W03000022387

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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We have received your document for PAYMENTWORKS, INC and your check(s) totaling \$87.50. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6097.

Marsha Thomas
Document Specialist

Letter Number: 503A00045310

**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. PaymentWorks, 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. Texas 3. 35-2168173
(State or country under the law of which it is incorporated) (FBI number, if applicable)
4. May 2, 2002 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. 12110 Manchaca Road Suite 103 Austin, Texas 78748
(Principal office address)
Same
(Current mailing address)
8. Any and All Lawful Purposes
(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: Ben Giles
Office Address: 1188 Naples
Naples, Florida 32507
(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.

Ben Giles

(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.

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

A. DIRECTORS

Chairman: Lori Burrow

Address: 12110 Manchaca Road Suite 103 Austin, Texas 78748

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. OFFICERS

President: Lori Burrow

Address: 12110 Manchaca Road Suite 103 Austin, Texas 78748

Vice President: Crystal Burrow

Address: 12110 Manchaca Road Suite 103 Austin, Texas 78748

Secretary: Lori Burrow

Address: 12110 Manchaca Road Suite 103 Austin, Texas 78748

Treasurer: Lori Burrow

Address: 12110 Manchaca Road Suite 103 Austin, Texas 78748

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

13. Crystal Burrow

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

14. Crystal Burrow

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

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



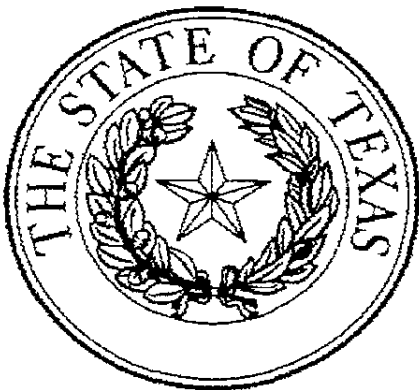
Geoffrey S. Connor
Assistant Secretary of State

Office of the Secretary of State

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Articles of Incorporation for PaymentWorks, Inc. (filing number: 800080146), a Domestic Business Corporation, was filed in this office on May 02, 2002.

It is further certified that the entity status in Texas is active.

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on August 11, 2003.




Geoffrey S. Connor
Assistant Secretary of State