

FD3000004490

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2006 NOV -61 AM 10:07

PS 11/7/06
AP

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Payment Systems Merchant Services, Inc.
(Name of Corporation)

DOCUMENT NUMBER: F03000004490

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Maria Korovilos

(Name of Contact Person)

Pivotal Payments, Inc.

(Firm/Company)

6800 Jericho Tpke, Suite 120W

(Address)

Syosset, NY 11791

(City/State and Zip Code)

For further information concerning this matter, please call:

Maria Korovilos

(Name of Contact Person)

at (877) 462-7486

(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)

F03000004490

(Document number of corporation (if known))

1. Payment Systems Merchant Services, Inc.

(Name of corporation as it appears on the records of the Department of State)

2. Delaware

(Incorporated under laws of)

3. September 8, 2003

(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? May 11, 2006

5. Pivotal Payments, 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)

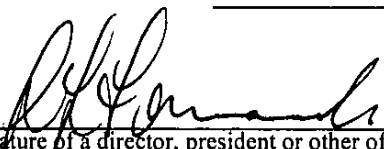
(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

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)


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

Lester Fernandes

(Typed or printed name of person signing)

Secretary

(Title of person signing)

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
2006 NOV - 9 AM 10:08

Delaware

PAGE 1

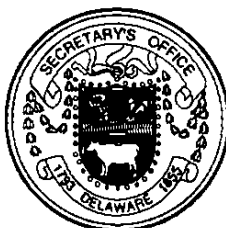
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"PIVOTAL PAYMENTS INC.", A DELAWARE CORPORATION,

WITH AND INTO "PAYMENT SYSTEMS MERCHANT SERVICES, INC." UNDER THE NAME OF "PAYMENT SYSTEMS MERCHANT SERVICES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE ELEVENTH DAY OF MAY, A.D. 2006, AT 1:35 O'CLOCK P.M.

ORIGINAL



3622360 8100M

060970795

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5153591

DATE: 10-27-06

05/11/2006 12:14 FAX

W C P H AND D LLP

0002

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:55 PM 05/11/2006
FILED 01:35 PM 05/11/2006
SRV 060446241 - 3622360 FILE

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

Pivotal Payments Inc.
(a Delaware corporation)

INTO

Payment Systems Merchant Services, Inc.
(a Delaware corporation)

Payment Systems Merchant Services, 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 Corporation was incorporated on the 6th day of February, 2003, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That the Corporation owns all of the outstanding shares of each class of the stock of Pivotal Payments Inc., a corporation incorporated on the 12th day of April, 2005 pursuant to the General Corporation Law of the State of Delaware.

THIRD: That the Board of Directors of the Corporation, at a meeting duly held on the 3rd day of May, 2006, duly adopted the following resolutions:

RESOLVED: That, pursuant to Section 253 of the Delaware General Corporation Law, the Corporation is hereby authorized to merge Pivotal Payments Inc., a Delaware corporation which is a wholly owned subsidiary of the Corporation, into the Corporation.

FURTHER

RESOLVED: That the President and Secretary of the Corporation be and each hereby is, authorized to execute a Certificate of Ownership and Merger with respect to the merger of Pivotal Payments Inc., into the Corporation, cause the same to be filed with the Secretary of State of the State of Delaware and take all such other actions and to execute all such other instruments and agreements as they or any of them may deem appropriate to effect such merger.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by its authorized officer this 3rd day of May, 2006.

PAYMENT SYSTEMS MERCHANT
SERVICES, INC.

By: 

Name: Lester Fernandes

Title: Senior Vice President, Chief
Financial Officer, Secretary
and Treasurer