

FD3000006380

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

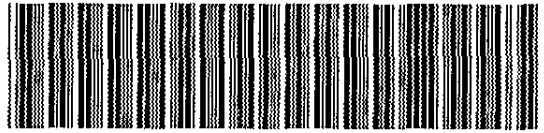
(Document Number)

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Special Instructions to Filing Officer:

ATT:  
Joey

Office Use Only



400025294404

RECEIVED  
03 DEC 24 PM 12:50  
DIVISION OF CORPORATION

FILED  
2003 DEC 24 AM 8:27  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

J. BRYAN DEC 26 2003



CORPORATION SERVICE COMPANY™

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2003 DEC 24 AM 8:27  
OFFICE OF CORPORATIONS  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032  
REFERENCE : 370949 8466A  
AUTHORIZATION : *Patricia Pigato*  
COST LIMIT : \$ *87.50 O.R. per share* 185.00

ORDER DATE : December 22, 2003  
ORDER TIME : 12:13 PM  
*Please give to Joey Friday. Thanks*

ORDER NO. : 370949-025 \*\*\*ATTN JOEY BRYAN\*\*\*\*\*

CUSTOMER NO: 8466A

CUSTOMER: H. Samuel Lind, Esq.  
Fifth Third Bank  
Mail Drop # 10at76  
38 Fountain Square Plaza  
Cincinnati, OH 45263

*Joey - client says they  
have spoke with you on  
this.  
File 1st*

FOREIGN FILINGS

NAME: FIFTH THIRD BANK

XXXX QUALIFICATION (TYPE: BNK)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY \*\*NEED 2 C/C'S UPON FILING PLEASE\*\*  
\*\*\*\*\*

CONTACT PERSON: Susie Knight -- EXT# 1156

EXAMINER: \_\_\_\_\_



OFFICE OF FINANCIAL REGULATION

DON B. SAXON  
DIRECTOR

FINANCIAL SERVICES  
COMMISSION

JEB BUSH  
GOVERNOR

TOM GALLAGHER  
CHIEF FINANCIAL OFFICER

CHARLIE CRIST  
ATTORNEY GENERAL

CHARLES BRONSON  
COMMISSIONER OF  
AGRICULTURE

October 28, 2003

Ms. Debra E. Aldred  
Mail Drop 10AT76  
38 Fountain Square Plaza  
Cincinnati, Ohio 45263

Dear Ms. Aldred:

Re: Fifth Third Bank

Thank you for your recent letter/fax requesting name approval of the above referenced name which is a state-chartered financial institution located in Grand Rapids, Michigan.

As Section 655.922, Florida Statutes, exempts a financial institution, holding company or its subsidiaries from the prohibition of using the word "bank," "banker," "banking," "trust company," "savings and loan association," "savings bank," or "credit union" in its corporate name, the Office of Financial Regulation will not object to the use of the above corporate name being registered to transact business as a foreign corporation in the state of Florida.

Sincerely,

Linda B. Charity  
Deputy Director  
Financial Institutions

LBC:ker

cc: Karon Beyer, Chief, Bureau of Commercial Recordings  
Division of Corporations, Secretary of State's Office

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TALLAHASSEE, FLORIDA

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.

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1. Fifth Third Bank  
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"  
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")  
Fifth Third Processing Solutions, Inc.  
(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)
2. Ohio 3. 31-0676865  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. August 3, 1994 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. August 29, 2003 (Pursuant to merger with Fifth Third Processing Solutions, Inc.  
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.") (formerly  
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.) Midwest  
Payment  
Systems,
7. 38 Fountain Square Plaza, Cincinnati, OH 45263  
(Principal office address)  
38 Fountain Square Plaza, MD 10AT76, Cincinnati, OH 45263  
(Current mailing address)
8. See Attached Exhibit A  
(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: Corporation Service Company  
Office Address: 1201 Hays Street  
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.*  
Corporation Service Company  
Karen M. Dyer, Asst. Sec.  
(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: See attached officers/directors rider

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

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**B. OFFICERS**

President: See attached officers/directors rider

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. \_\_\_\_\_

(Signature of Director or Officer listed in number 12 of the application)

14. Paul L. Reynolds, Executive Vice President and Secretary

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

## EXHIBIT A

Under the name Fifth Third Processing Solutions, Fifth Third Bank, an Ohio banking corporation, will provide data processing services for other financial institutions, merchants, and other businesses with locations in the state of Florida. In addition, ancillary to the data processing services, Fifth Third Bank may rent, lease, and/or sell related hardware to such customers. Fifth Third Bank may also own and/or operate ATMs within the state of Florida

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## FIFTH THIRD BANK

### Officers

George A. Schaefer, Jr.  
President  
38 Fountain Square Plaza  
Cincinnati, OH 45263

Neal E. Arnold  
Executive Vice President & Chief Executive  
Officer  
38 Fountain Square Plaza  
Cincinnati, OH 45263

Michael D. Baker  
Executive Vice President  
38 Fountain Square Plaza  
Cincinnati, OH 45263

Robert A. Sullivan  
Executive Vice President  
38 Fountain Square Plaza  
Cincinnati, OH 45263

Robert P. Niehaus  
Executive Vice President  
38 Fountain Square Plaza  
Cincinnati, OH 45263

Paul L. Reynolds  
Executive Vice President, Secretary and  
General Counsel  
38 Fountain Square Plaza  
Cincinnati, OH 45263

Stephen J. Schrantz  
Executive Vice President  
38 Fountain Square Plaza  
Cincinnati, OH 45263

Daniel T. Poston  
Senior Vice President & Auditor  
38 Fountain Square Plaza  
Cincinnati, OH 45263

### Directors

Joan R. Herschede  
38 Fountain Square Plaza  
Cincinnati, OH 45263

John F. Barrett  
38 Fountain Square Plaza  
Cincinnati, OH 45263

Richard T. Farmer  
38 Fountain Square Plaza  
Cincinnati, OH 45263

Robert B. Morgan  
38 Fountain Square Plaza  
Cincinnati, OH 45263

George A. Schaefer, Jr.  
38 Fountain Square Plaza  
Cincinnati, OH 45263

John J. Schiff, Jr.  
38 Fountain Square Plaza  
Cincinnati, OH 45263

Dudley S. Taft  
38 Fountain Square Plaza  
Cincinnati, OH 45263

Joseph H. Head, Jr.  
38 Fountain Square Plaza  
Cincinnati, OH 45263

Allen M. Hill  
38 Fountain Square Plaza  
Cincinnati, OH 45263

Dr. Mitchel D. Livingston  
38 Fountain Square Plaza  
Cincinnati, OH 45263

James E. Rogers  
38 Fountain Square Plaza  
Cincinnati, OH 45263

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**United States of America  
State of Ohio  
Office of the Secretary of State**

*I, J. Kenneth Blackwell, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations; that said records show FIFTH THIRD BANK, an Ohio corporation, Charter No. 877750, having its principal location in Dayton, County of Montgomery, was incorporated on August 03, 1994 and is currently in GOOD STANDING upon the records of this office.*

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*Witness my hand and the seal of the  
Secretary of State at Columbus, Ohio  
this 11th day of December, A.D. 2003*

*J. Kenneth Blackwell*

Ohio Secretary of State