F04000004004

Florida Department of State

Division of Corporations

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From:
Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850)222-1092
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DIVISION OF CORPORATION

FOREIGN PROFIT QUALIFICATION

Optimal Payments Corp.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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JP 7/15/04

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. OPTIMAL PAYMENTS CORP.
(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. _____ (FEI number, if applicable)

4. January 12, 1996 (Date of incorporation)

5. Perpetual (Duration; Year corp. will cease to exist or "perpetual")

6. July 1, 2004
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 3500 De Maisonneuve Blvd. West, 2 Place Alexis-Nihon, Suite 700, Westmount, Quebec, H3Z 3C1
(Current mailing address)

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TALLAHASSEE, FLORIDA

8. Transaction processing
(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: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324
(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.

C T Corporation System Connie Bryant
(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 addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: _____

Address: _____

Vice Chairman: DIRECTOR = Mitchell Garber

Address: 5 Chemin Granville, Hampstead, Quebec, H3X 3A1 Canada

Director: Steve Shaper

Address: 325 Ripple Creek, Houston, Texas, 77024 USA

Director: Michael Liquornik

Address: 958 Hocquart St-Laurent, Québec, H4M 2Y6 Canada

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Steve Shaper

Address: 325 Ripple Creek, Houston, Texas, 77024 USA

Vice President: _____

Address: _____

Secretary: Steve Shaper

Address: 325 Ripple Creek, Houston, Texas, 77024 USA

Treasurer: and Assistant Secretary : Mitchell Garber

Address: 5 Chemin Granville, Hampstead, Quebec, H3X 3A1 Canada

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

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

14. Michael Liquornik
(Typed or printed name and capacity of person signing application)

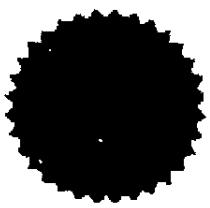
Delaware

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "OPTIMAL PAYMENTS CORP." 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 THIRTEENTH DAY OF JULY, A.D. 2004.

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.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 3230467

DATE: 07-13-04