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Florida Department of State  
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## FOREIGN PROFIT QUALIFICATION

Payspot, Inc.

Certificate of Status	0
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Page Count	06
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**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. PaySpot, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"  
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

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

2. Delaware

(State or country under the law of which it is incorporated)

3. 20-0216173

(FEI number, if applicable)

4. 09/10/2003

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. 01/31/2005

(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 4601 College Blvd., Suite 300, Leawood, KS 66211

(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 NOT acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324  
(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.*

C T Corporation System

By: John J. Linnihan

(Registered agent's signature)

John J. Linnihan, Asst. Vice President

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:

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**A. DIRECTORS SEE ATTACHMENT**

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

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

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

Address: \_\_\_\_\_  
\_\_\_\_\_Director: Rick WellerAddress: 4601 College Blvd., Suite 300Leawood, KS 66211Director: Jeffrey NewmanAddress: 4601 College Blvd., Suite 300Leawood, KS 66211**B. OFFICERS SEE ATTACHMENT**President: Rick WellerAddress: 4601 College Blvd., Suite 300Leawood, KS 66211Vice President: Joseph BodineAddress: 4601 College Blvd., Suite 300Leawood, KS 66211Secretary: Jeffrey NewmanAddress: 4601 College Blvd., Suite 300 Leawood, KS 66211Treasurer: Eric MettemeyerAddress: 4601 College Blvd., Suite 300 Leawood, KS 66211

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. Tom Cregan, President

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

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**Attachment**

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### Attachment to Florida

### Purpose Clause

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under state law, including but not limited to the distribution for profit of prepaid wireless personal identification numbers and other long distance and phone products, as well as offer other prepaid point-of-sale products for sale at various third-party locations.

## Officers & Directors

- |    |                                                                                                                                                                                       |                                                                                                                                                                                                        |
|----|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. | <b>Full Name:</b><br><b>Officer/Director:</b><br><b>Officer's Title:</b><br><b>Director's Title:</b><br><b>Business Address:</b><br><b>City:</b><br><b>State:</b><br><b>ZIP Code:</b> | <b>Rick Weller</b><br><b>Officer, Director</b><br><b>Executive Vice President, CFO</b><br><b>Other Director</b><br><b>4601 College Blvd., Suite 300</b><br><b>Leawood</b><br><b>KS</b><br><b>66211</b> |
| 2. | <b>Full Name:</b><br><b>Officer/Director:</b><br><b>Officer's Title:</b><br><b>Business Address:</b><br><b>City:</b><br><b>State:</b><br><b>ZIP Code:</b>                             | <b>Tom Cregan</b><br><b>Officer</b><br><b>President</b><br><b>4601 College Blvd., Suite 300</b><br><b>Leawood</b><br><b>KS</b><br><b>66211</b>                                                         |
| 3. | <b>Full Name:</b><br><b>Officer/Director:</b><br><b>Officer's Title:</b><br><b>Business Address:</b><br><b>City:</b><br><b>State:</b><br><b>ZIP Code:</b>                             | <b>Joseph Bodine</b><br><b>Officer</b><br><b>Vice President</b><br><b>4601 College Blvd., Suite 300</b><br><b>Leawood</b><br><b>KS</b><br><b>66211</b>                                                 |
| 4. | <b>Full Name:</b><br><b>Officer/Director:</b><br><b>Officer's Title:</b><br><b>Business Address:</b><br><b>City:</b><br><b>State:</b><br><b>ZIP Code:</b>                             | <b>David Hawkins</b><br><b>Officer</b><br><b>Vice President</b><br><b>4601 College Blvd., Suite 300</b><br><b>Leawood</b><br><b>KS</b><br><b>66211</b>                                                 |
| 5. | <b>Full Name:</b><br><b>Officer/Director:</b><br><b>Officer's Title:</b><br><b>Business Address:</b><br><b>City:</b><br><b>State:</b><br><b>ZIP Code:</b>                             | <b>Cliff Tompkins</b><br><b>Officer</b><br><b>Vice President</b><br><b>3002 Dow Avenue, Suite 108</b><br><b>Tustin</b><br><b>CA</b><br><b>92780</b>                                                    |

**Attachment**

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- |    |                                                                                                                               |                                                                                                                              |
|----|-------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------|
| 6. | Full Name:<br>Officer/Director:<br>Officer's Title:<br>Business Address:<br>City:<br>State:<br>ZIP Code:                      | Eric Mettemeyer<br>Officer<br>Treasurer<br>4601 College Blvd., Suite 300<br>Leawood<br>KS<br>66211                           |
| 7. | Full Name:<br>Officer/Director:<br>Officer's Title:<br>Director's Title:<br>Business Address:<br>City:<br>State:<br>ZIP Code: | Jeffrey Newman<br>Officer/Director<br>Secretary<br>Other Director<br>4601 College Blvd., Suite 300<br>Leawood<br>KS<br>66211 |
| 8. | Full Name:<br>Officer/Director:<br>Officer's Title:<br>Business Address:<br>City:<br>State:<br>ZIP Code:                      | Desmond Acosta<br>Officer<br>Assistant Secretary<br>4601 College Blvd., Suite 300<br>Leawood<br>KS<br>66211                  |
| 9. | Full Name:<br>Officer/Director:<br>Officer's Title:<br>Director's Title:<br>Business Address:<br>City:<br>State:<br>ZIP Code: | Daniel Henry<br>Director<br><br>Other Director<br>4601 College Blvd., Suite 300<br>Leawood<br>KS<br>66211                    |

# Delaware

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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PAYSPOT, INC." 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 FIFTH DAY OF AUGUST, A.D. 2005.

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: 4073262

050647420

DATE: 08-05-05