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Special Instructions to Filing Officer:
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### TRANSMITTAL LETTER

TO: Registration Section Division of Corporations	
SUBJECT:Payments, 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:	
Linda Wright	
(Name of Person)	•
Input 1, LLC	
(Firm/Company)	•
21820 Burbank Blvd. Ste. 300	
(Address)	•
Woodland Hills, CA 91362	
(City/State and Zip code)	•
For further information concerning this matter, please call:	
Linda_Wright at (818 ) 676-2140	
Linda Wright at (818 ) 676-2140 (Name of Person) (Area Code & Daytîme Telephone Number)	
STREET ADDRESS: MAILING ADDRESS:	
Registration Section Registration Section	
Division of Corporations  409 E. Gaines St.  Division of Corporations P.O. Box 6327	
409 E. Gaines St.  P.O. Box 6327  Tallahassee, FL 32399  Tallahassee, FL 32314	
Enclosed is a check for the following amount:	
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□ \$70.00 Filing Fee	&

#### 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. Payment	s, Inc.				
	rporation; must include "INCORPORAT rp," "Inc," "Co," or "Corp.")	ED,	" "COMPANY," "CORPORATION,"		
(If name unavailal	ole in Florida, enter alternate corporate na	ame	adopted for the purpose of transacting business in Florida)		
2. New York	,	3.	11-3120904		
(State or country u	nder the law of which it is incorporated)	_	(FEI number, if applicable)		
4. March 3,	1992	5.	Perpetual		
(Date	of incorporation)		(Duration: Year corp. will cease to exist or "perpetual")		
6. Upon qua	lification				
			Florida, if prior to registration) 602, F.S., to determine penalty liability)		
1150 7		77.13	02, F.S., to determine penanty hability)		
7. 1158 Hew	(Principal office	adds	and)		
21020 0	rbank Blvd. Ste. 300 W		•		
21020 Bu	(Current mailing				
	(Curon maning	uou	(000)		
8. Provide	financing of insurance	pr	cemiums ==	_	
(Purpose(s)	of corporation authorized in home state of	or co	untry to be carried out in state of Florida)	95	
9. Name and street	address of Florida registered agent:	(P.O	Box NOT acceptable)	05 OCT 20	7
Name:	CT Corporation				
Office Address:	1220 South Pine Isla	and	Road Til	<b>±</b>	
	Plantation		. Florida 33324	AM 10: 02	
	(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.

(Registered agent's signature)
Tara Coffer, CT Corporation

- 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. DIREC	CTORS
Chairman:	Barry Goldstein
Address: _	47 Willow Road
	Hewlett NY 11557
Vice Chairr	nan:
Director: _	Morton Certilman
Address: _	50 Heron Drive
_	Hewlett Bay Park NY
Director:	Jay Haft
	110 E. 57th Street #14B
	New York, NY 10022
B. OFFIC	CERS
President:	/CEO Barry Goldstein
Address: _	47 Willow Road
_	Hewlett NY 11557
Vice Presid	lont:
	16 Sloan Place #3F
_	Brooklyn, NY
Secretary:	Morton Certilman
Address:	50 Heron Drive Hewlett Bay Park, NY
_	Dana M. Jimenez
	37 Saddle Lane, Levittown, NY 11756
NOTE: 1	f necessary, you may attach an addendum to the application listing additional officers and/or directors.
13	Nothing Cotal
	Signature of Director or Officer listed in number 12 of the application)
14	Jeffrey C. Schwartz Vice President (Typed or printed name and capacity of person signing application)

## State of New York Department of State } ss:

I hereby certify, that the Certificate of Incorporation of PAYMENTS INC. was filed on 03/03/1992, with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is an existing corporation.

WITNESS my hand and the official seal of the Department of State at the City of Albany, this 01st day of Septembertwo thousand and five.

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