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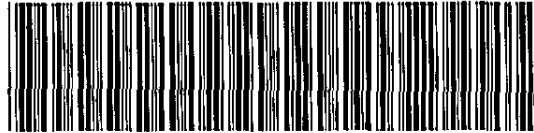
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FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 19, 2005

MARC DIXON
627 WHITMAN COVE
LONGWOOD, FL 32750

SUBJECT: SUMMIT PAYMENT SERVICES, INC.
Ref. Number: W05000055592

We have received your document for SUMMIT PAYMENT SERVICES, INC. and your check(s) totaling \$87.50. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6097.

Marsha Thomas
Document Specialist

Letter Number: 205A00072553

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FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: SUMMIT Payment Services Inc. TNY ID 203653945
(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:

MARC DIXON
(Name of Person)

627 WHITMAN COVE
(Firm/Company)
(Address)
LONGWOOD FL 32750
(City/State and Zip code)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

TARZENE S DIXON at 407-376-6793
(Name of Person) (Area Code & Daytime Telephone Number)
407-314-3306

STREET/COURIER ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- ☐ \$70.00 Filing Fee ☐ \$78.75 Filing Fee & Certificate of Status ☐ \$78.75 Filing Fee & Certified Copy ☒ \$87.50 Filing Fee, Certificate of Status & Certified Copy

**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. SUMMIT PAYMENT SERVICES, INC
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

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

2. DELAWARE 3. 203653945
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 10-17-2005 5. _____
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. NOT YET JAN 2, 2006
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. _____
(Principal office address)
627 WHITMAN COVE LONGWOOD FL 32750
(Current mailing address)

8. PURPOSE OF PROVIDING CASH MGT SERVICES
(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: MARC DIXON

Office Address: 627 WHITMAN COVE
LONGWOOD, Florida 32750
(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.

Marc Dixon
(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:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. DIRECTORS

Chairman: A.D.M. HARRIS

Address: 243 SHIPMAN'S LANE
LAKE MARY FL 32746

Vice Chairman: _____

Address: _____

Director: MARC DIXON

Address: 627 WHITMAN COVE
LONG WOOD FL 32750

Director: _____

Address: _____

B. OFFICERS

President: A.D.M. HARRIS

Address: 243 SHIPMAN'S LANE
LAKE MARY FL

Vice President: V.W. JONES

Address: 243 SHIPMAN'S LANE
LAKE MARY FL 32746

Secretary: _____

Address: _____

Treasurer: T. Dixon

Address: 627 WHITMAN COVE LONG WOOD FL 32750

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TALLAHASSEE, FLORIDA

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

13. MARC DIXON
(Signature of Director or Officer listed in number 12 of the application)

14. MARC DIXON - VP/DIRECTOR
(Typed or printed name and capacity of person signing application)

Delaware

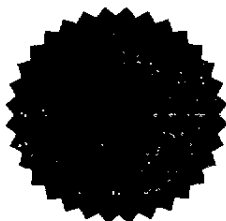
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SUMMIT PAYMENT SERVICES 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 JANUARY, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SUMMIT PAYMENT SERVICES INC" WAS INCORPORATED ON THE SEVENTEENTH DAY OF OCTOBER, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

4045979 8300

AUTHENTICATION: 4426738

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DATE: 01-05-06