

F07008900753

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

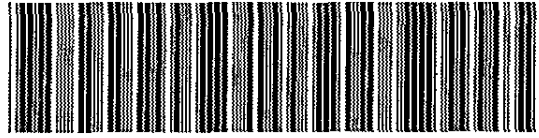
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

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WC

January 31, 2007

Division of Corporations
New Filing Section
2661 Executive Center Circle
Tallahassee, FL 32301

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2007 FEB -1 P 3:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Application by Foreign Corporation for Authority to Transact Business in Florida for Sage Payment Solutions, Inc.

Dear Sir/Madam:

Please find enclosed for filing the following documentations:

1. Application by Foreign Corporation for Authority to Transact Business in Florida;
2. Certificate of Good Standing; and
3. Check # 321264 in the amount of \$70.00 representing the filing fees.

Once the application is filed, please send a filed stamped copy to my attention. A self-address stamped envelope is included for your convenience. Thank you for your assistance in this matter. Please feel free to contact me at 949-450-3886 should you have any questions or concerns.

Very truly yours,



Mike Pham

COVER LETTER

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2001 FEB - 1 P 3:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO: New Filing Section
Division of Corporations

SUBJECT: Sage Payment Solutions, 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:

Mike Pham
(Name of Person)

Sage Software, Inc.
(Firm/Company)

56 Technology Drive
(Address)

Irvine, CA 92618
(City/State and Zip code)

For further information concerning this matter, please call:

Mike Pham at (949) 450-3886
(Name of Person) (Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:
New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:
New Filing 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. Sage Payment Solutions, 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 3. 01-0665536
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. April 5, 2002 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. 3841 Green Hills Village Drive, Suite 210, Nashville, TN 37215
(Principal office address)
56 Technology Drive, Irvine, CA 92618
(Current mailing address)

8. Credit Card 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 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.

[Signature] M.T. FITZPATRICK ASSISTANT SECRETARY
(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.

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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached Officers/Directors list

Address:

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. OFFICERS

President: See attached Officers/Directors list

Address:

Vice President:

Address:

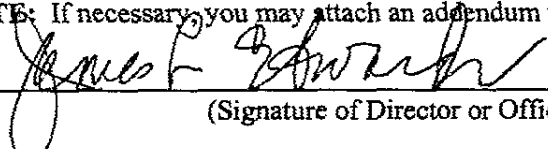
Secretary:

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. James L. Edwards, CFO & Secretary

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

Officers / Directors

Name: Sage Payment Solutions, Inc.
Incorporated: April 5, 2002 in Delaware
FEIN #: 01-0665536

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Officers

President

William G. Wade
3841 Green Hills Village Dr., Suite 210
Nashville, TN 37215

Chief Financial Officer
and Secretary

James L. Edwards
3841 Green Hills Village Dr., Suite 210
Nashville, TN 37215

Assistant Secretary

Melody Williams Dapp
56 Technology Drive
Irvine, CA 92618

Directors

Ronald F. Verni
56 Technology Drive
Irvine, CA 92618

James R. Eckstaedt
56 Technology Drive
Irvine, CA 92618

Paul Harrison
North Park
Newcastle upon Tyne
UK
NE13 9AA

Paul A. Walker
North Park
Newcastle upon Tyne
UK
NE13 9AA

Delaware

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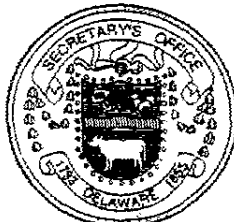
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SAGE PAYMENT SOLUTIONS, 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 TWENTY-FIFTH DAY OF JANUARY, A.D. 2007.

FILED
2007 FEB - 1 P 3 45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3511357 8300

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5384551

DATE: 01-25-07