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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

J. Shivers MAR 19 2007

15621-7-007

## COVER LETTER

**TO:** New Filing Section  
Division of Corporations

**SUBJECT:** TimePayment Corp.

(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:

Tracy Walker

(Name of Person)

TimePayment Corp.

(Firm/Company)

10-M Commerce Way

(Address)

Woburn, MA 01801

(City/State and Zip code)

For further information concerning this matter, please call:

Tracy Walker

(Name of Person)

at ( 781 ) 994-4800

(Area Code & Daytime Telephone Number)

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**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. TimePayment Corp.

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

TimePayment 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. 20-0687813

(FEI number, if applicable)

4. 12-27-2006

(Date of incorporation)

5. Perpetual

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

6. 12-27-2006

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

7. 10-M Commerce Way, Woburn, MA 01801

(Principal office address)

10-M Commerce Way, Woburn, MA 01801

(Current mailing address)

8. Small equipment leasing & financing

(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:

Angell Corporate Services, Inc.

Office Address:

C/O Edwards Angell Palmer & Dodge LLP  
One North Clematis Street, Suite 400

West Palm Beach

(City)

, Florida 33401

(Zip code)

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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.

Angell Corporate Services, Inc., a Florida corporation

By: Gregory E. Young, Vice President

(Registered agent's signature)

Gregory E. Young, 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:

**A. DIRECTORS**

Chairman: Richard Latour

Address: 10-M Commerce Way, Woburn, MA 01801

Vice Chairman: Peter Bleyleben

Address: 10-M Commerce Way, Woburn, MA 01801

Director: Brian Boyle

Address: 10-M Commerce Way, Woburn, MA 01801

Director: Torrence Harder

Address: 10-M Commerce Way, Woburn, MA 01801

**B. OFFICERS**

President: Richard Latour

Address: 10-M Commerce Way, Woburn, MA 01801

Vice President: James Jackson

Address: 10-M Commerce Way, Woburn, MA 01801

Secretary: Richard Latour

Address: 10-M Commerce Way, Woburn, MA 01801

Treasurer: Richard Latour

Address: 10-M Commerce Way, Woburn, MA 01801

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**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 Jackson VP / CFO

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

# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE LIMITED LIABILITY COMPANY UNDER THE NAME OF "TIMEPAYMENT CORP. LLC" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "TIMEPAYMENT CORP. LLC" TO "TIMEPAYMENT CORP.", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF DECEMBER, A.D. 2006, AT 1:18 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



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*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5310923

DATE: 12-27-06