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Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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To:

Division of Corporations
Fax Number : (850) 617-6381

From:

Account Name : C T CORPORATION SYSTEM
Account Number : PCA000000023
Phone : (850) 222-1092
Fax Number : (850) 878-5368

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

FOREIGN PROFIT/NONPROFIT CORPORATION
MPay Inc.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

RECEIVED
10 FEB -9 PM 4:10

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

10 FEB -9 PM 12:07

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: MPAY 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," or "Certificate of Good Standing" 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:

Jennifer Duff
Name of Person
MPAY, Inc.
Firm/Company
2945 Colonnade Dr. Suite 315
Address
Roanoke, VA 24018
City/State and Zip code
jduff@mpay.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Jennifer Duff at (540) 283-9447
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:

- | | | | |
|---|--|---|---|
| <input type="checkbox"/> \$70.00 Filing Fee | <input type="checkbox"/> \$78.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$78.75 Filing Fee &
Certified Copy | <input type="checkbox"/> \$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. MPAY 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. MAE 3. 04-3333229
(State or country under the law of which it is incorporated) (FBI number, if applicable)
4. 10/22/1996 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 1/1/10
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)
7. 2965 Colonnade Dr. Suite 315 Roanoke, VA 24018
(Principal office address)

(Current mailing address)

8. payroll processor
(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

(City)

Florida

33324

(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.

By: [Signature]

(Registered agent's signature)

SALVINA ARIENTA-GRAY
OFFICIAL ASSISTANT SECRETARY

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.

10 FEB -9 PM 12:07
APPROVED
AND
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AND
FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: Victoria Saucier

Address: 400 5th Ave Suite 410
Waltham, MA 02451

Vice Chairman: _____

Address: _____

Director: John Bervic

Address: 400 5th Ave Suite 410
Waltham MA 02451

Director: Gary Davis

Address: 400 5th Ave Suite 410
Waltham MA 02451

B. OFFICERS

President: Geoffrey R Dulce

Address: 400 5th Ave Suite 410
Waltham, MA 02451

Vice President: _____

Address: _____

Secretary: Robert Willard

Address: 2965 Colonnade Dr. Suite 315 Roanoke VA 24018

Treasurer: Jennifer Duff

Address: 2965 Colonnade Dr. Suite 315 Roanoke, VA 24018

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

13. J. Duff

(Signature of Director or Officer listed in number 12 of the application)

14. Jennifer Duff / CEO / Treasurer

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



William Francis Galvin
Secretary of the
Commonwealth

The Commonwealth of Massachusetts
Secretary of the Commonwealth
State House, Boston, Massachusetts 02133

February 8, 2010

TO WHOM IT MAY CONCERN:

I hereby certify that according to the records of this office,

MPAY INC.

is a domestic corporation organized on October 22, 1996, under the General Laws of the Commonwealth of Massachusetts.

I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156D section 14.21 for said corporation's dissolution; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.



In testimony of which,
I have hereunto affixed the
Great Seal of the Commonwealth
on the date first above written.

William Francis Galvin
Secretary of the Commonwealth

APPROVED
AND
FILED

10 FEB -9 PM 12:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Processed By: TAA