

Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 617-6381

From: Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850) 521-1000
Fax Number : (850) 558-1515

****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
BLACKHAWK NETWORK, INC.**

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7/19/10

**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. Blackhawk Network, Inc.

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

N/A

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

2. Arizona

(State or country under the law of which it is incorporated)

3. 91-2198647

(FEI number, if applicable)

4. July 14, 2003

(Date of incorporation)

5. perpetual

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

6. 2006

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

7. 6220 Stoneridge Mall, Pleasanton, CA 94588

(Principal office address)

5918 Stoneridge Mall, Pleasanton, CA 94588

(Current mailing address)

8. marketing and distribution of third-party stored value cards

(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301

(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.

Pleasanton, CA 94588

By: /s/: Sue G. Knight As its agent

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

A. DIRECTORS

Director: Steven A. Burd

Address: 5918 Stoneridge Mall

Pleasanton, CA 94588

Director: Donald D. Kingsborough

Address: 6220 Stoneridge Mall Road

Pleasanton, CA 94588

Director: Jerry N. Ulrich

Address: 6220 Stoneridge Mall Road

Pleasanton, CA 94588

Director: David E. Durant

Address: 6220 Stoneridge Mall Road

Pleasanton, CA 94588

B. OFFICERS

President: Donald D. Kingsborough

Address: 6220 Stoneridge Mall Road

Pleasanton, CA 94588

Vice President: Talbott Roche

Address: 6220 Stoneridge Mall Road

Pleasanton, CA 94588

Secretary: David E. Durant

Address: 6220 Stoneridge Mall Road, Pleasanton, CA 94588

Treasurer: Jerry N. Ulrich

Address: 6220 Stoneridge Mall Road, Pleasanton, CA 94588

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.

David E. Durant, Secretary

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

STATE OF ARIZONA



Office of the
CORPORATION COMMISSION
CERTIFICATE OF GOOD STANDING

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SECRETARY OF CORPORATION
DIVISION OF CORPORATION

To all to whom these presents shall come, greeting:

I, Ernest G. Johnson, Executive Director of the Arizona Corporation Commission, do hereby certify that

*****BLACKHAWK NETWORK, INC.*****

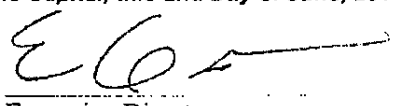
a domestic corporation organized under the laws of the State of Arizona, did incorporate on July 14, 2003.

I further certify that according to the records of the Arizona Corporation Commission, as of the date set forth hereunder, the said corporation is not administratively dissolved for failure to comply with the provisions of the Arizona Business Corporation Act; and that its most recent Annual Report, subject to the provisions of A.R.S. sections 10-122, 10-123, 10-125 & 10-1622, has been delivered to the Arizona Corporation Commission for filing; and that the said corporation has not filed Articles of Dissolution as of the date of this certificate.

This certificate relates only to the legal existence of the above named entity as of the date issued. This certificate is not to be construed as an endorsement, recommendation, or notice of approval of the entity's condition or business activities and practices.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the Arizona Corporation Commission. Done at Phoenix, the Capital, this 2nd Day of June, 2010, A. D.




Executive Director

By: _____ 477655