

**F10000004894**

## 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 : FCA000000023

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**

Clear2Pay Americas, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$720.00

RECEIVED

10 NOV -9 PM12:49

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

2010 NOV -9 AM 9:38

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

J. Shivers NOV 10 2010

**COVER LETTER**

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

**SUBJECT:** Clear2Pay Americas, 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:

Michael R. Balfe

Name of Person

Law Office of Michael R. Balfe

Firm/Company

19 Lantern Lane

Address

Milton, MA 02186

City/State and Zip code

balfelawoffice@verizon.net

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Michael R. Balfe

Name of Person

at ( 617 ) 680-7428

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

2010 NOV -9 AM 9:38  
FILED  
TALLAHASSEE, FL  
CLERK OF COURT

**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. Clear2Pay Americas, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"  
"Inc.," "Co.," "Corp.," "Int.," "Co.," or "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. 20-3501194

(FBI number, if applicable)

4. September 20, 2005

(Date of incorporation)

5. perpetual

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

6. December 21, 2009

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

7. 25 Braintree Hill Office Park, Suite 307, Braintree, MA 02184

(Principal office address)

25 Braintree Hill Office Park, Suite 307, Braintree, MA 02184

(Current mailing address)

8. Marketing and sale of software and related activities

(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: CT 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.*



(Registered agent's signature)

Kristen Betzger  
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.

2010 NOV -9 AM 9:38  
SEC 7  
ALL INFORMATION CONTAINED  
HEREIN IS UNCLASSIFIED

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

**A. DIRECTORS**

Chairman: Matthew M. Ellis

Address: 25 Braintree Hill Office Park, Suite 307, Braintree, MA 02184

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: Michel Akkermans

Address: 25 Braintree Hill Office Park, Suite 307, Braintree, MA 02184

Director: Jurgen Ingels

Address: 25 Braintree Hill Office Park, Suite 307, Braintree, MA 02184

**B. OFFICERS**

President: Matthew M. Ellis

Address: 25 Braintree Hill Office Park, Suite 307, Braintree, MA 02184

**~~Assistant Secretary~~**

Wice President: Michael R. Balfe

Address: 19 Lantern Lane, Milton, MA 02186

Secretary: Matthew M. Ellis

Address: 25 Braintree Hill Office Park, Suite 307, Braintree, MA 02184

Treasurer: Matthew M. Ellis

Address: 25 Braintree Hill Office Park, Suite 307, Braintree, MA 02184

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

13. \_\_\_\_\_

Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

14. Michael R. Balfe Assistant Secretary

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

20 NOV - 9 AM 9:30  
FILED  
FALLS CHURCH, VA

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BOLLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CLEAR2PAY AMERICAS, 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 EIGHTH DAY OF NOVEMBER, A.D. 2010.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

2010 NOV -9 AM 9:30  
SEC. JEFFREY W. BOLLOCK  
FALL 2010  
FILED

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101068456

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bollock, Secretary of State  
AUTHENTICATION: 8338980

DATE: 11-08-10