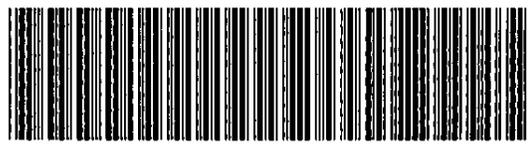


F11000003985



400212281314

10/04/11--01016--009 **87.50

(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:

Office Use Only

FILED
11 OCT -4 PM 2:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MRS
10/5

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: UNIVERSAL DEBIT AND CREDIT CORPORATON
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:

JAMES T. BACON
Name of Person
ALLRED, BACON, HALFHILL & YOUNG, P.C.
Firm/Company
11350 RANDOM HILLS ROAD, #700
Address
FAYRFAX, VA 22030
City/State and Zip code
jbacon@abhylaw.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

JAMES T. BACON at (703) 352-1300
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. UNIVERSAL DEBIT AND CREDIT CORPORATION

(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. VIRGINIA

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

3. _____

(FEI number, if applicable)

4. 8/8/94

(Date of incorporation)

5. PERPETUAL

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

6. October 1, 2011

(Date first transacted business in Florida, if prior to registration)

(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. Atrium Financial Center, 1515 North Federal Highway, Suite 300, Boca Raton, FL 33432

(Principal office address)

Atrium Financial Center, 1515 North Federal Highway, Suite 300, Boca Raton, FL 33432

(Current mailing address)

8. Credit card and ATM 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: Carlos Gavidia

Atrium Financial Center

Office Address: 1515 North Federal Highway, Suite 300

Boca Raton

(City)

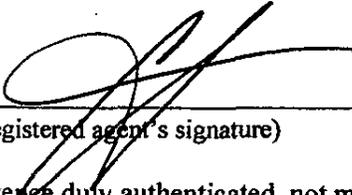
, Florida 33432

(Zip code)

FILED
11 OCT -4 PM 2:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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)

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: Carlos Gavidia
Address: Atrium Financial Center
1515 North Federal Highway, Suite 300
Boca Raton, FL 33432

FILED

11 OCT -4 PM 2:38

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Vice Chairman: Matt Clyne
Address: Atrium Financial Center
1515 North Federal Highway, Suite 300
Boca Raton, FL 33432

Director: Laura Gavidia
Address: Atrium Financial Center
1515 North Federal Highway, Suite 300
- Boca Raton, FL 33432

Director: Howard Glancy
Address: 1515 North Federal Highway, Suite 300
Boca Raton, FL 33432

B. OFFICERS

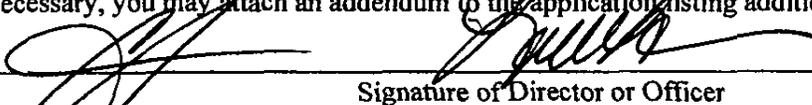
President: MATTHEW CLYNE
Address: Atrium Financial Center
1515 North Federal Highway, Suite 300
Boca Raton, FL 33432

Vice President: LAURA GAVIDIA
Address: Atrium Financial Center
1515 North Federal Highway, Suite 300
Boca Raton, FL 33432

Secretary: LAURA GAVIDIA
Address: Atrium Financial Center
1515 North Federal Highway, Suite 300
Boca Raton, FL 33432

Treasurer: LAURA GAVIDIA
Address: Atrium Financial Center
1515 North Federal Highway, Suite 300
Boca Raton, FL 33432

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

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. Laura Gavidia, Secretary
(Typed or printed name and capacity of person signing application)

Carlos Gavidia - Chief Executive Officer
1515 North Federal Highway, Suite 300
Boca Raton, FL 33432

Kevin Gates - Chief Financial Officer
1515 North Federal Highway, Suite 300
Boca Raton, FL 33432

Paul Nee - Chief Operating Officer
1515 North Federal Highway, Suite 300
Boca Raton, FL 33432

FILED

11 OCT -4 PM 2:38

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Commonwealth of Virginia



State Corporation Commission

CERTIFICATE OF GOOD STANDING

I Certify the Following from the Records of the Commission:

That UNIVERSAL DEBIT AND CREDIT CORPORATION is duly incorporated under the law of the Commonwealth of Virginia;

That the date of its incorporation is August 08, 1994;

That the period of its duration is perpetual; and

That the corporation is in existence and in good standing in the Commonwealth of Virginia as of the date set forth below.

Nothing more is hereby certified.

FILED
11 OCT -4 PM 2:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



*Signed and Sealed at Richmond on this Date:
August 29, 2011*

Joel H. Peck
Joel H. Peck, Clerk of the Commission