

F94000006069

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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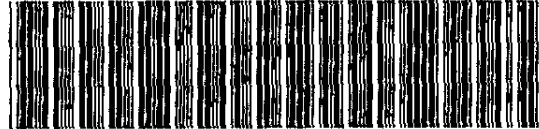
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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03/24/04--01026--007 **43.75

FILED
04 MAR 24 PM 2:02
TALLAHASSEE, FLORIDA

Ps 3/29/04
WIC

Buchanan Ingersoll PC
ATTORNEYS

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March 11, 2004

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Amendment to Foreign Qualification of ATM Corporation of America

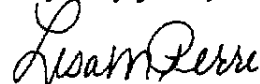
Ladies and Gentlemen:

Enclosed for filing on behalf of our client, ATM Holdings, Inc. (formerly ATM Corporation of America), a Pennsylvania domestic corporation, is one (1) original, one (1) duplicate original and one (1) copy of the Application by Foreign Profit Corporation to amendment to Application for Authorization to Transact Business in Florida to be filed in Florida to change the name of ATM Corporation of America to ATM Holdings, Inc. I have included a check payable to the Secretary of State for \$43.75 to cover the filing fee and the fee for the certified copy and the required supporting documentation from Pennsylvania to accompany this amendment.

Please date-stamp the enclosed copy of this cover letter and return it to my attention in the self-addressed stamped envelope acknowledging your receipt of the enclosed amendment. Kindly return evidence of the filing and approval of the amendment to me in the enclosed envelope.

If you have any questions regarding this filing, please contact me at (412)562-1870 or at the email or business address indicated above.

Very truly yours,



Lisa M. Perri
Legal Assistant

Enclosures

cc: Richard D. Rose, Esq.
Ms. Michelle Taylor

1470168-1;PGH1

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F94000006069
(Document number of corporation (if known))

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CLERK OF STATE
TALLAHASSEE, FLORIDA

1. ATM CORPORATION OF AMERICA
(Name of corporation as it appears on the records of the Department of State)

2. PENNSYLVANIA 3. NOVEMBER 28, 1994
(Incorporated under laws of) (Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? YES (AS OF JANUARY 1, 2004)

5. ATM HOLDINGS, INC.
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

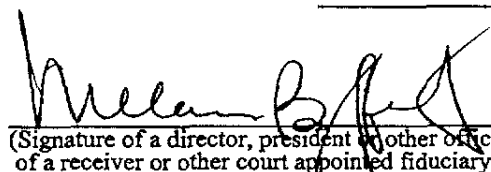
(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

N/A
(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

N/A
(New jurisdiction)


(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

MELANIE B. GEFERT, EXECUTIVE VICE PRESIDENT
(Typed or printed name of person signing)

FEBRUARY 25, 2004
(Date)

(Title of person signing)

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE

March 15, 2004

TO ALL WHOM THESE PRESENTS SHALL COME , GREETING :

I DO HEREBY CERTIFY, That from an examination of the indices and records of this department, it appears that Articles of Amendment were filed pursuant to the laws of the Commonwealth of Pennsylvania on December 1, 2003, effective January 1, 2004 for ATM CORPORATION OF AMERICA, a Pennsylvania corporation, incorporated October 14, 1992, whereby the corporate name was changed to ATM HOLDINGS, INC.



IN TESTIMONY WHEREOF , I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.

Debra C. Conte's

Secretary of the Commonwealth