



Prentice Hall Legal & Financial Services

(800) 222-7405

F95000000296

ORGANIZATION(S) NAME

CHARTER NUMBER

First USA Merchant Service Inc

610001381126
-01/19/95--01042--005
*****70.75 *****70.75

- | | |
|--|---|
| <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Annual Report | <input type="checkbox"/> Name Reservation |
| <input type="checkbox"/> Change of Registered Agent | <input type="checkbox"/> Name Registration |
| <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Non-Profit/Articles of Incorporation |
| <input type="checkbox"/> Domestication | <input type="checkbox"/> Other _____ |
| <input checked="" type="checkbox"/> Fictitious Business Name | <input type="checkbox"/> Profit/Articles of Incorporation |
| <input type="checkbox"/> Foreign - Profit | <input type="checkbox"/> Reinstatement |
| <input type="checkbox"/> Foreign - Non-Profit | <input type="checkbox"/> Resignation of R.A., Off/Dir |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Trademark |
| <input type="checkbox"/> Limited Liability | <input type="checkbox"/> UCC/Filing 1 _____ |
| <input type="checkbox"/> Mtr. Veh. _____ | <input type="checkbox"/> UCC/Filing 3 _____ |

- | | |
|--|---|
| <input checked="" type="checkbox"/> Certified Copy _____ | <input type="checkbox"/> CUS |
| <input checked="" type="checkbox"/> Photocopy _____ | <input checked="" type="checkbox"/> Good Standing |
| <input type="checkbox"/> Corporate Print-Out | <input type="checkbox"/> R.A., Off/Dir Search |
| <input type="checkbox"/> Fictitious/Owner Search | |

() Walk In () Call If Problem () Will Wait

RECEIVED
JAN 19 AM 10:53
DIVISION OF CORPORATIONS
DATE/TIME 1/19/95

FOR PRENTICE HALL'S USE ONLY

BRANCH ORDERING: Dall BY: Amy
BRANCH RECEIVING: Tully BY: Kisa
REF/JOB # 6093-95-03458
CLIENT MATTER # _____
SAME DAY _____ 24 HR _____ ROUTINE _____
VERBAL REQUESTED: YES OR NO _____
DATE SENT: 1/19/95 MAIL FAX FED EXP
FILED: 1/19/95
SENT TO: BRANCH Y CLIENT _____
SPECIAL INSTRUCTIONS: rcd V 1/18/95

CHECK #	_____
ST./CTY/ FEES	_____
CORR. FEE/	_____
SPEC. HANDL.	<u>20</u>
MESSENGER	_____
COPIES	_____
FAX FEE	_____
OTHER	_____
TOTAL	_____

TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

SUBJECT: First USA Merchant Services, 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", 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:

Tracey McAllister
(Name of Person)
First USA Merchant Services
(Firm/Company)
2001 Bryan, Ste. 1100
(Address)
Dallas, Texas 75201
(City, State and Zip Code)

Should you need to call someone concerning this matter, please call:

Tracey McAllister at (214) 746-8710
(Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:
Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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. First USA Merchant Services Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or
abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person
or partnership if not so contained in the name at present.)

2. Nevada 3. 75-2044092
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. June 16, 1995 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. January 1, 1995
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.))

7. Post Office Box 650370
Dallas, Texas 75201
(Current mailing address)

8. To engage in Mastercard and Visa Merchant processing.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: The Prentice-Hall Corporation System, Inc.

Office Address: 1201 Hays Street, Suite 105

Tallahassee, Florida, 32301
(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.

Amy Hopson
(Registered agent's signature)

AMY HOPSON, 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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JUN 19 1995

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

A. DIRECTORS

Chairman: John C. Tolleman

Address: 2001 Bryan, Ste. 3800
Dallas, Texas 75201

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Pam H. Putsley

Address: 2001 Bryan, Ste. 3800
Dallas, Texas, 75201

SE. Vice President: Susan Cerpanya

Address: 2001 Bryan, Ste. 1100
Dallas, Texas 75201

SE. Vice Pres. & Secretary: Philip E. Taken

Address: 2001 Bryan, Ste. 1100
Dallas, Texas 75201

Comptroller & Treasurer: Elena R. Anderson

SE. Vice Pres. Address: 2001 Bryan, Ste. 1000
Dallas, Texas 75201

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

13.

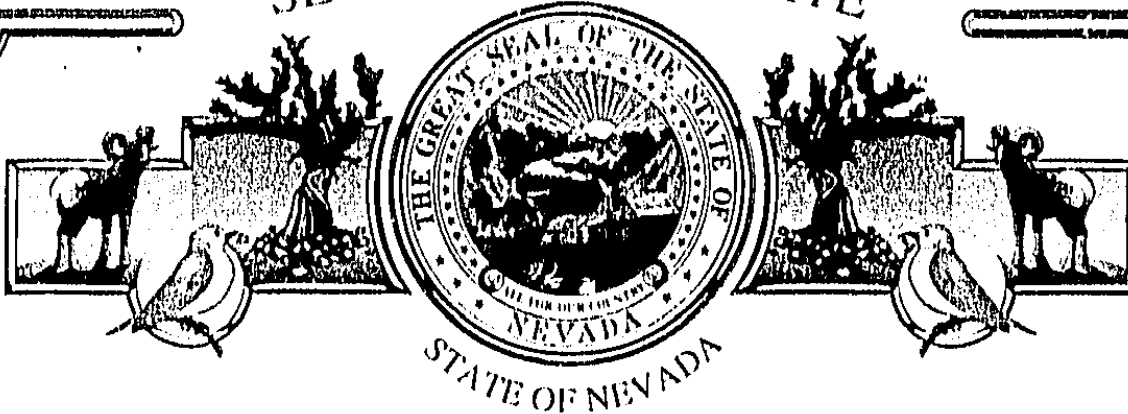
Philip E. Taken
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

SE. Vice President, General Counsel & Secretary
(Typed or printed name and capacity of person signing application)

FILED
SECRETARY OF STATE
OFFICE OF CORPORATIONS
95 JUN 19 AM 11:12

SECRETARY OF STATE



CERTIFICATE OF CORPORATE EXISTENCE (EXCLUDING AMENDMENTS)

I, DEAN HELLER, the duly elected, qualified and acting Secretary of State of the State of Nevada, do hereby certify that I am, by the laws of said State, the custodian of the records relating to corporations organized under the laws thereof; the revocation of their corporate charters, and their right to transact and carry on their corporate business; and am the proper officer to execute this certificate.

I further certify that, at the date of this certificate, **FIRST USA MERCHANT SERVICES, INC.** is a corporation duly organized and existing under and by virtue of the laws of the State of Nevada, having fully complied therewith; is entitled to exercise therein all the corporate powers and functions recited in its charter or articles of incorporation, and is in good standing in this State.

IN WITNESS WHEREOF, I have hereunto set my hand
and affixed the Great Seal of State, at my office, in
Carson City, Nevada, this 10th day of January, 1995

Dean Heller

Secretary of State

By *[Signature]*

Certification Clerk



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JAN 10 1995
4:11:12