

F95000002668

May 22, 1995

CT Corporation System
Seven Penn Center
1635 Market Street
Philadelphia, PA 19103
215 563 7750
Fax 215 563 7771

Secretary of State
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: Gensar Technologies Inc. (DE Dom.)
Order #: 308524

000001500420
-05/26/95--01078--002
*****70.00 *****70.00

Dear Sir/Madam:

Pursuant to counsel's instructions, I submit the following for immediate filing:

**APPLICATION BY FOREIGN CORPORATION
GOOD STANDING CERTIFICATE
CHECK IN THE AMOUNT OF \$70.00 TO COVER FILING FEES**

Counsel: Marion Chernoff, Legal Assistant
Ballard Spahr Andrews & Ingersoll
1735 Market Street, 51st Floor
Philadelphia, PA 19103-7599

Upon completion of this filing, please send the evidence to my attention via regular mail.

If you have any questions or problems, please call me at (800) 622-1428.

Your cooperation in this matter is greatly appreciated.

Very truly yours,

Korri Long

Korri Long
Customer Specialist

KL/
Enclosures
VIA: Regular Mail

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN -2 PM 9:01

**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. GENSAR TECHNOLOGIES INC.

(Name of corporation: the word "INCORPORATED," "COMPANY," or "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. Delaware

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

3. 2/21/95

(Date of Incorporation)

4.

Perpetual

(Duration)

5.

(Federal Employer Identification number, if applicable)

6. 4/24/95

(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 1511 North Westshore Boulevard, Tampa, FL 33667

(Current mailing address)

8. transaction processing

(Brief description of the nature of the business in which it is engaged in the state of Florida)

9. Names and addresses of officers and or directors:

A. Directors:

Chairman: See Exhibit A attached hereto

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
JUN -2 AM 9:01

9. Officers:

President: See Exhibit A attached hereto

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN -2 PM 9:01

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

Name: Lynne Olson

Office Address: Gensar Technologies Inc.

1511 N. Westshore Blvd., Tampa, Florida 33667

Zip Code

11. 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:



(Officer)

Lynne Olson, Vice President and Controller, Gensar
(Type Name and Title of Officer) Technologies Inc

12. 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.

13.


(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. Bipin C. Shah, President and Chief Executive Officer

(Name and capacity of person signing application)

Exhibit A

to

**Application by Foreign Corporation
For Authorization to Transact Business in Florida**FILED
STATE
DIVISION OF CORPORATIONS
JUN 2 1981**9. Names and addresses of officers and/or directors:****A. Directors**

<u>Name</u>	<u>Address</u>
Bipin C. Shah	Transaction Processing, Inc. P.O. Box 1061 2600 Paper Mill Road Huntingdon Valley, PA 19006
Gregory C. Dillett	Transaction Processing, Inc. P.O. Box 1061 2600 Paper Mill Road Huntingdon Valley, PA 19006
Bruce Rauner	Golder Thoma Cressey Rauner Inc. 6100 Sears Tower Chicago, IL 60606
David Donnini	Golder Thoma Cressey Rauner Inc. 6100 Sears Tower Chicago, IL 60606

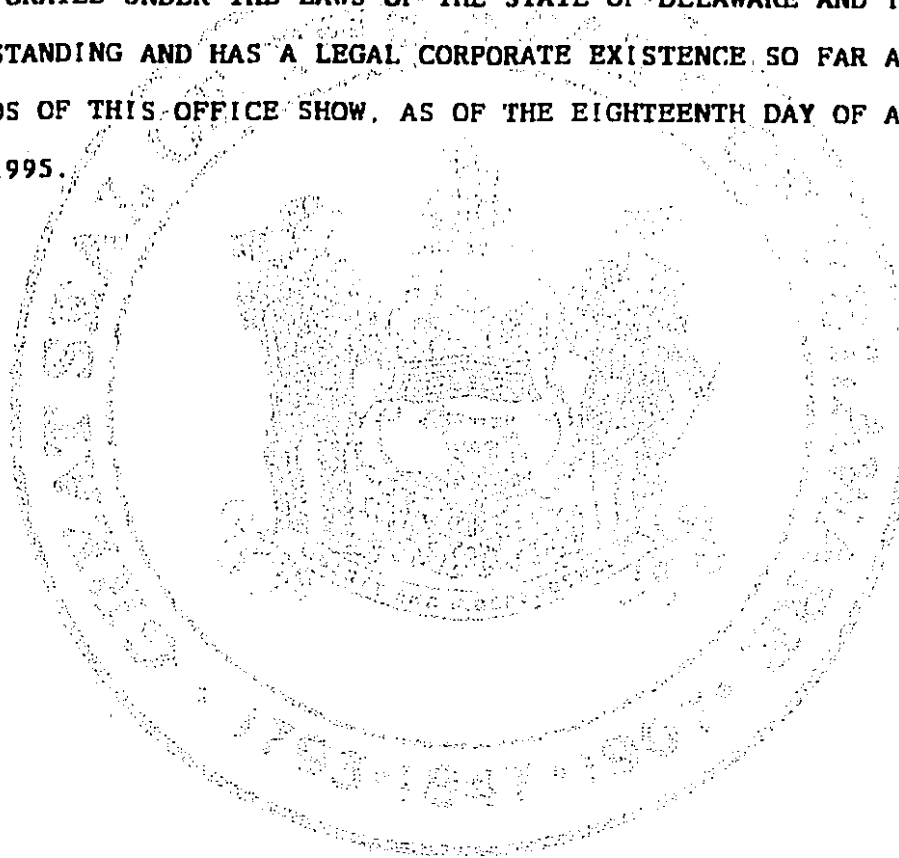
B. Officers

<u>Name</u>	<u>Office</u>	<u>Address</u>
Bipin C. Shah	President and Chief Executive Officer	Transaction Processing, Inc. P.O. Box 1061 2600 Paper Mill Road Huntingdon Valley, PA 19006
Gary T. Staub	Senior Vice President	Transaction Processing, Inc. P.O. Box 1061 2600 Paper Mill Road Huntingdon Valley, PA 19006
Jeffrey Connelley	Executive Vice President	Gensar Technologies Inc. 1511 North Westshore Boulevard Tampa, FL 33607
Thomas McHugh	Executive Vice President	Gensar Technologies Inc. 1511 North Westshore Boulevard Tampa, FL 33607
Lynne Olsson	Vice President and Controller	Gensar Technologies Inc. 1511 North Westshore Boulevard Tampa, FL 33607
James A. Lebovitz	Secretary	Ballard Spahr Andrews & Ingersoll 1735 Market Street, 51st Floor Philadelphia, PA 19103-7599
Gregory C. Dillett	Chief Financial Officer and Treasurer	Transaction Processing, Inc. P.O. Box 1061 2600 Paper Mill Road Huntingdon Valley, PA 19006

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN -2 AM 9:01

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GENSAR TECHNOLOGIES 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 EIGHTEENTH DAY OF APRIL, A.D. 1995.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN -2 AM 9:01



Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION:

2482753 8300

DATE: 7475304

950084793

04-18-95



THE UNITED STATES
CORPORATION
COMPANY

F95000002668

ACCOUNT NO. : 072100000032

REFERENCE : 411152 4386917

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : May 30, 1997

ORDER TIME : 10:07 AM

ORDER NO. : 411152-005

CUSTOMER NO: 4386917

CUSTOMER: Ms. Emma Coronado
First Usa, Inc.
Suite 4700
1601 Elm Street
Dallas, TX 75201

600002197506--9
-06/02/97--01063--002
*****87.50 *****87.50

FOREIGN FILINGS

NAME: GENSAR TECHNOLOGIES, INC.

XX ☐ PROFIT
☐ NON-PROFIT

XX ☐ CORPORATE
☐ LIMITED PARTNER

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX ☐ CERTIFIED COPY
☐ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Todd Sterzoy

SECRETARY OF STATE
TALLAHASSEE FLORIDA

97 JUN -2 PM 1:58

FILED

DIVISION OF CORPORATION

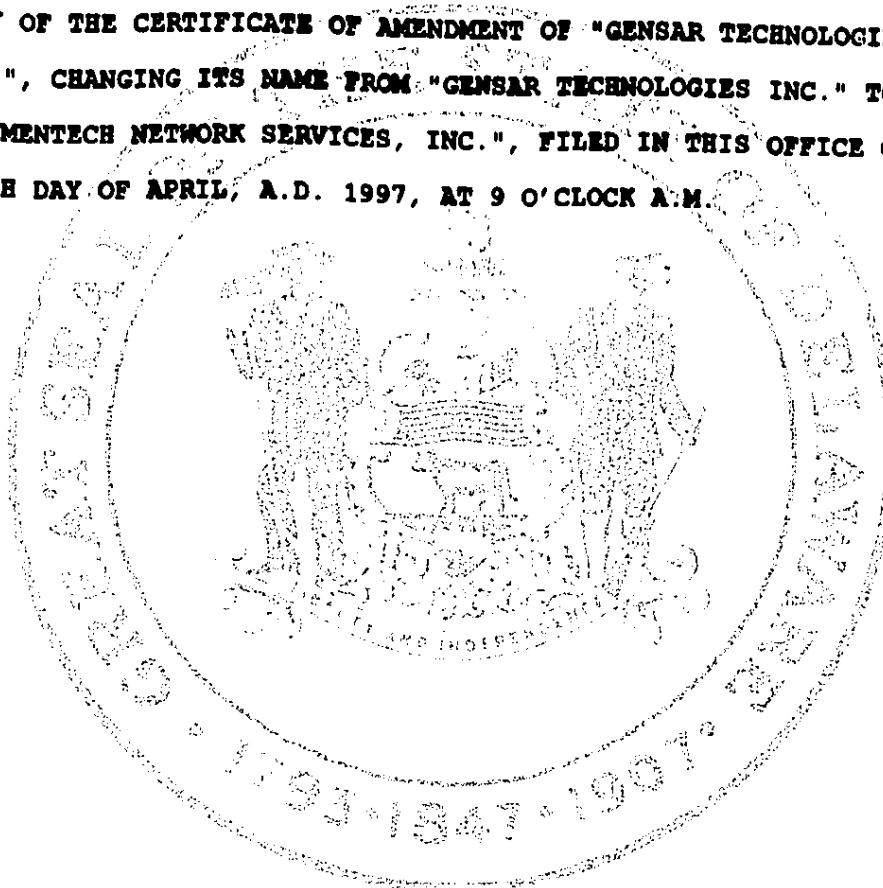
97 JUN -2 AM 11:23

RECEIVED

6/2
Name Change
C.C.

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "GENSAR TECHNOLOGIES INC.", CHANGING ITS NAME FROM "GENSAR TECHNOLOGIES INC." TO "PAYMENTECH NETWORK SERVICES, INC.", FILED IN THIS OFFICE ON THE TENTH DAY OF APRIL, A.D. 1997, AT 9 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

2482763 8100
971168947

AUTHENTICATION: 8478915
DATE: 05-23-97

**GENSAR TECHNOLOGIES INC.
CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION**

Gensar Technologies Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the state of Delaware (the "Company") DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of the corporation, in lieu of a meeting and by unanimous written consent, pursuant to Section 141(f) of the General Corporation Law of the State of Delaware, duly adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of the Company:

RESOLVED, that the Certificate of Incorporation of the Company be amended by changing Article I thereof so that, as amended, said Article I shall be and read as follows:

"Article 1. The name of the corporation is Paymentech Network Services, Inc."

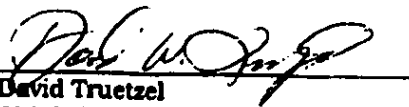
SECOND: That in lieu of a meeting and vote of stockholders, the holders of more than a majority of the Common Stock of the company, have given written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware, said consents were executed, date and delivered to the offices of the Company within 60 days of the date of the earliest consent, and notice of the action taken by the consent has been provided to the stockholders of the Company in accordance with said Section 228.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said Gensar Technologies Inc., has caused this Certificate to be signed and attested by its duly officers this 4th day of April, 1997.

GENSAR TECHNOLOGIES INC.

By:


David Truetzel
Chief Financial Officer

ATTEST:

By:


Philip Taken
Secretary