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TALLAHASSEE, FL 32301
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LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 0721000000032

REFERENCE : 915101 167868A

AUTHORIZATION : *Patricia Pijoto*

COST LIMIT : \$ 70.00

ORDER DATE : Apr 11 11, 1996

ORDER TIME : 12:29 PM

ORDER NO. : 915101

CUSTOMER NO: 167868A

CUSTOMER: Ms. Penelope J. Stroupe
First Union Corporation
One First Union Center

Charlotte, NC 28288

200001778732

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR 12 PM 12:19

FOREIGN FILINGS

NAME: FIRST CARD CORPORATION

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: CLINT FUHRMAN

RECEIVED
96 APR 12 PM 1:25
DIVISION OF CORPORATION

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

1. First Card Corporation

(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. Tennessee

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

3. 56-1928887

(FEI number, if applicable)

4. 5/26/95

(Date of incorporation)

5. Perpetual

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

6. Upon qualification

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

7. 1525 West W.T. Harris Boulevard

Charlotte, North Carolina 28288-8501

(Current mailing address)

**8. Own and operate automatic teller machines and to perform
data 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 Systems, Inc.

Office Address: 1201 Nays 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.

By: Kelly A. Henderson Kelly A. Henderson, Asst. Sec.
(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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

DIRECTOR

~~Vice Chairman:~~ John R. Georgius

Address: 301 S. College Street

Charlotte, NC 28288

Director: Robert T. Atwood

Address: 301 S. College Street

Charlotte, NC 28288

Director: Marion A. Cowell, Jr.

Address: 301 S. College Street

Charlotte, NC 28288

B. OFFICERS

President: Edgar Brown

Address: 301 S. Tryon Street

Charlotte, NC 28288

Senior Vice President: Robert L. Andersen

Address: 301 S. College Street

Charlotte, NC 28288

Assistant Secretary: Carol R. Mullis

Address: 301 S. College Street

Charlotte, NC 28288

Sr. Vice President and Treasurer: James H. Hatch

Address: 301 S. Tryon Street

Charlotte, NC 28288

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

13. Robert L. Andersen
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

14. Robert L. Andersen, Senior Vice President
(Typed or printed name and capacity of person signing application)

Secretary of State
Corporations Section

James K. Polk Building, Suite 1800
Nashville, Tennessee 37243-0306

ISSUANCE DATE: 04/11/1996
REQUEST NUMBER: 96102017
TELEPHONE CONTACT: (615) 741-6488

CHARTER/QUALIFICATION DATE: 05/26/1995
STATUS: ACTIVE
CORPORATE EXPIRATION DATE: PERPETUAL
CONTROL NUMBER: 0295342
JURISDICTION: TENNESSEE

TO:
CAPITAL FILING SERVICE, INC.
7051 HIGHWAY 70 SO.
NO. 333
NASHVILLE, TN 37221

REQUESTED BY:
CAPITAL FILING SERVICE, INC.
7051 HIGHWAY 70 SO.
NO. 333
NASHVILLE, TN 37221

CERTIFICATE OF EXISTENCE

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT

"FIRST CARD CORPORATION"

IS A CORPORATION DULY INCORPORATED UNDER THE LAW OF THIS STATE WITH DATE OF
INCORPORATION AND DURATION AS GIVEN ABOVE,
THAT ALL FEES, TAXES, AND PENALTIES OWED TO THIS STATE WHICH AFFECT THE
EXISTENCE OF THE CORPORATION HAVE BEEN PAID,
THAT ARTICLES OF DISSOLUTION HAVE NOT BEEN FILED, AND
THAT ARTICLES OF TERMINATION OF CORPORATE EXISTENCE HAVE NOT BEEN FILED

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR 12 PM 12:19

FOR: REQUEST FOR CERTIFICATE

ON DATE: 04/11/96

FROM:
CAPITAL FILING SERVICE, INC.
7051 HWY 70 S
#333
NASHVILLE, TN 37221-0000

RECEIVED: FEES \$70.00 \$50.00
TOTAL PAYMENT RECEIVED: \$120.00

RECEIPT NUMBER: 00001950322
ACCOUNT NUMBER: 00101230



Riley C Darnell

RILEY C. DARNELL
SECRETARY OF STATE