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FAX NO. 8135307020

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F96000002028

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT:

Amerinet, 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:

Leonard D. DuBoff

(Name of Person)

Leonard DuBoff & Associates

(Firm/Company)

9320 SW Barber Blvd, Ste 340

(Address)

Portland, OR 97219

(City/State/Zip)

6-596-71617
100001769781
-04/04/96--01093--012
*****70.00 *****70.00

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DIVISION OF CORPORATIONS

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

Leonard D. DuBoff

(Name of Person)

at (503) 452-1228

(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 Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 9, 1996

LEONARD D. DUBOFF
LEONARD DUBOFF & ASSOCIATES
9320 SW BARBUR BLVD #340
PORTLAND, OR 97219

SUBJECT: AMERINET, INC.
Ref. Number: W96000007617

We have received your document for AMERINET, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please list the Federal Employer Identification number in the appropriate section of the application. If applied for, enter "applied for", or if not applicable, enter "N/A".

The second page of the application containing the names and addresses of the officers and directors was not recieved. Please fill out the one provided.

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$1200.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business or conducting affairs in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit

containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business or conducting its affairs in Florida prior to the year the application was submitted did not constitute transacting business or conducting affairs pursuant to section 607.1501 or 617.1501, Florida Statutes.

If you have any questions concerning the filing of your document, please call (904) 487-6094.

Doug Dickinson
Document Specialist

Letter Number: 896A00016167

**RESOLUTION OF THE BOARD OF DIRECTORS
OF
AMERINET, INC.**

I, the undersigned, David Kerlin, President ,Secretary and Director, do hereby certify that this Resolution of the Board of Directors of Amerinet, Inc., a corporation duly organized under the laws of the State of Oregon, was duly adopted on April 23, 1996.

RESOLVED, that Amerinet, Inc., organized and existing in the State of Oregon, hereby adopts the name Telcash-Amerinet, Inc. for use in Florida.

Dated: April 23, 1996



David Kerlin, Director

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AFFIDAVIT

I, the undersigned David Kerlin, President, Secretary and Director of Amerlnet, Inc., an Oregon corporation, being first duly sworn on oath say:

After reviewing Florida Statutes sections 607.1501 and 617.1501 I believe that erroneous information was listed on the Application by a Foreign Corporation for Authorization to Transact Business in Florida of Amerlnet, Inc. The date of the first transaction of business was listed as October 1, 1995. The activities engaged in by the corporation as of the date listed to the present did not constitute transacting business in Florida pursuant to section 607.1501 or 617.1501 Florida Statutes. The date listed on the application should be on or about May 7, 1996 which is when the company believes it will begin transacting business in Florida.

David Kerlin
David Kerlin

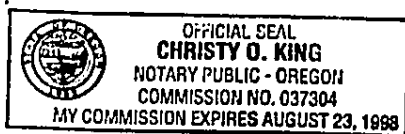
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STATE OF OREGON)
County of Multnomah) *scil.*

On April 23, 1996, DAVID KERLIN

personally appeared and acknowledged the foregoing instrument to be his voluntary act and deed.



Christy O. King
Notary Public for Oregon

My Commission Expires: 8/23/98

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. AMERINET, 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. OREGON
(State or country under the law of which it is incorporated)
3. _____
(FEI number, if applicable)
4. June 16, 1994
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. October 1, 1995
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 13500 SW Pacific Highway #406
Portland, OR 97223
(Current mailing address)
8. debit card services.
(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: (P.O. Box or Mail Drop Box NOT acceptable)
Name: Etta McCadden
Office Address: 16805 US Highway 19N
Clearwater, Florida, 34624
(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.

Etta McCadden
(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.

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**NAMES AND ADDRESSES OF OFFICERS AND DIRECTORS
OF
AMERINET, INC.
An Oregon Corporation**

I, the undersigned, David Kerlin, President, Secretary and Director, do hereby certify that the following is a current list of the names and addresses of the Officers and Directors of Amerinet, Inc., a corporation duly organized under the laws of the State of Oregon,

DIRECTORS

David Kerlin
14715 SW Peachtree Drive
Tigard, Oregon 97219

Richard Prochnow
2550 Heritage Ct. #106
Atlanta, GA 30339

OFFICERS

PRESIDENT and SECRETARY

David Kerlin
14715 SW Peachtree Drive
Tigard, Oregon 97219

TREASURER

Richard Prochnow
2550 Heritage Ct. #106
Atlanta, GA 30339

Dated: April 23, 1996



David Kerlin, President, Secretary and Director

CERTIFICATE

State of Oregon

OFFICE OF THE SECRETARY OF STATE
Corporation Division

I, PHIL KEISLING, Secretary of State of Oregon, and Custodian of the Seal
of said State, do hereby certify:

AMERINET, INC.

was

incorporated

under the Oregon

Business Corporation Act

on

June 16, 1994

and is active on the records of the Corporation
Division as of the date of this certificate.

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DIVISION OF CORPORATIONS
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In Testimony Whereof, I have hereunto set
my hand and affixed hereto the Seal of the
State of Oregon.

PHIL KEISLING, Secretary of State

By Marilyn R. Smith
Marilyn R. Smith
March 15, 1996