

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

800-342-8086



F96000006047

ACCOUNT NO. : 072100000032

REFERENCE : 154946 4358026

AUTHORIZATION : *Patricia Pyjunt*

COST LIMIT : \$ 70.00

ORDER DATE : November 14, 1996

ORDER TIME : 10:28 AM

ORDER NO. : 154946-030

CUSTOMER NO: 4358026

200002008372-911

CUSTOMER: Mr. Bruce L. Goldberg
American Bankcard Center, Inc.
191 N. Waukegan Rd. / 3rd Fl.

Northfield, IL 60093

FOREIGN FILINGS

NAME: DIGITAL MERCHANT SYSTEMS, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 NOV 19 PM 2:06
8/11/99

RECEIVED
96 NOV 19 PM 12:20
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. DIGITAL MERCHANT SYSTEMS, 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. CALIFORNIA 3. 36-3789119
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. AUGUST 6, 1991 5. PERPETUAL
(Date of Incorporation) (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. 191 WAUKEGAN ROAD, #300
NORTHFIELD, ILLINOIS 60093
(Current mailing address)
8. Sale of various merchant credit and debit transaction processing services, related services and the sale and/or lease of the equipment required to implement the programs.
(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: Corporation Service Company

Office Address: 1201 Hays Street

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.

Corporation Service Company

By: Roger P. Smith Jr.

(Registered agent's signature)

ROGER P. SMITH JR ASST SECY

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
96 NOV 19 PM 2:00

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

A. DIRECTORS SEE ATTACHED

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS SEE ATTACHED

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. *Sam Buchbinder*
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

14. SAM BUCHBINDER - PRESIDENT
(Typed or printed name and capacity of person signing application)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 NOV 19 PM 2:06

LIST OF OFFICER/DIRECTORS
FOR
DIGITAL MERCHANT SYSTEMS, INC.

OFFICERS:

SAM BUCHBINDER	PRESIDENT	9801 N. Keeler, Skokie, IL 60076
LESLIE KESSLER	SECRETARY	1141 E. Lockwood Ct.
	Buffalo Grove, IL 60089	
LESLIE KESSLER	CFO	SAME AS ABOVE

DIRECTORS:

SAM BUCHBINDER	9801 N. Keeler, Skokie, IL 60076
RENEE BUCHBINDER	SAME AS ABOVE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 NOV 19 PM 2:06



SECRETARY OF STATE

CERTIFICATE OF STATUS
DOMESTIC CORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 NOV 19 PM 2:06

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That on the 6th day of August, 19 91,

DIGITAL MERCHANT SYSTEMS, INC.

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this
certificate and affix the Great Seal of
the State of California this day of

November 15, 1996.



Bill Jones

Secretary of State