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TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

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-03/12/98--01066--003
****131.25 ****131.25

SUBJECT: ATM FINANCIAL SERVICES, INC. of DELAWARE
(Name of corporation - must include suffix)

W98-5579

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:

ROBB HAIR
(Name of Person)

ATM FINANCIAL SERVICES, INC. of DELAWARE
(Firm/Company)

P.O. 2809 W. MAIN ST
(Address)

LEESBURG, FL 34749-0510
(City, State and Zip Code)

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

ROBB HAIR at (352) 314-2214
(Name of Person) Area Code & Daytime Telephone Number

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DIVISION OF CORPORATIONS
98 APR -7 PM 2:31

mtm
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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



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 12, 1998

ROBB HAIR
ATM FINANCIAL SERVICES, INC. OF DELAWARE
P.O. 2809 W. MAIN ST.
LEESBURG, FL 34749-0510

SUBJECT: ATM FINANCIAL SERVICES INC.
Ref. Number: W98000005579

We have received your document for ATM FINANCIAL SERVICES INC. and your check(s) totaling \$131.25. However, the document has not been filed and is being retained in this office for the following:

To adopt the name "ATM FINANCIAL SERVICES, INC. OF DELAWARE", the corporation must submit a resolution. Please find one enclosed for your convenience.

You have submitted a certified copy of the corporation's articles. What we require for our filing purposes is a certificate of existence or good standing.

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 298A00013645

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 19, 1998

ROBB HAIR
ATM FINANCIAL SERVICES, INC. OF DELAWARE
P.O. 2809 W. MAIN ST.
LEESBURG, FL 34749-0510

SUBJECT: ATM FINANCIAL SERVICES INC.
Ref. Number: W98000005579

We have received your resolution form; however, we still require the certificate of existence as noted in our previous letter.

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 198A00014808

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RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned VANCE MOORE, do hereby certify
(Name)

that this Resolution of the Board of Directors of _____

ATM FINANCIAL SERVICES, INC.
(Corporate Name)

a corporation duly organized and existing under the laws of the State of DELAWARE,

was duly adopted on MARCH 16, 19 98.

Be it resolved, that ATM FINANCIAL SERVICES, INC.
(Corporate Name)

organized and existing in the State of DELAWARE, hereby adopts the name

ATM FINANCIAL SERVICES, INC. of DELAWARE for use in Florida.

Dated: 3/16/98

Vance Moore PRESIDENT
Signature of either Chairman, Vice Chairman or any officer

VANCE MOORE PRESIDENT
Type or print name

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DIVISION OF CORPORATIONS
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**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. ATM FINANCIAL 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. DELAWARE
(State or country under the law of which it is incorporated)
3. 59-3441051
(FEI number, if applicable)
4. 9/17/1996
(Date of Incorporation)
5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")
6. MARCH 15, 1998
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 2809 W. MAIN ST. P.O. 490510
LEESBURG, FL. 34749-0510
(Current mailing address)
8. ATM - MACHINE SALES
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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9. Name and street address of Florida registered agent:

Name: VANCE MOORE

Office Address: 301 S. RICHY RD

LEESBURG, FL. 34748
(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.

[Signature]
(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: VANCE MOORE

Address: 35414 OLD LAKE UNITY RD
FRUITLAND PARK, FL. 34748

Vice Chairman: _____

Address: _____

Director: SAME

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: VANCE MOORE

Address: 35414 OLD LAKE UNITY
FRUITLAND PARK, FL. 34748

Vice President: _____

Address: _____

Secretary: VANCE MOORE

Address: 35414 OLD LAKE UNITY RD
FRUITLAND PARK, FL. 34748

Treasurer: VANCE MOORE

Address: 35414 OLD LAKE UNITY RD
FRUITLAND PARK, FL. 34748

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

13. [Signature]
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

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

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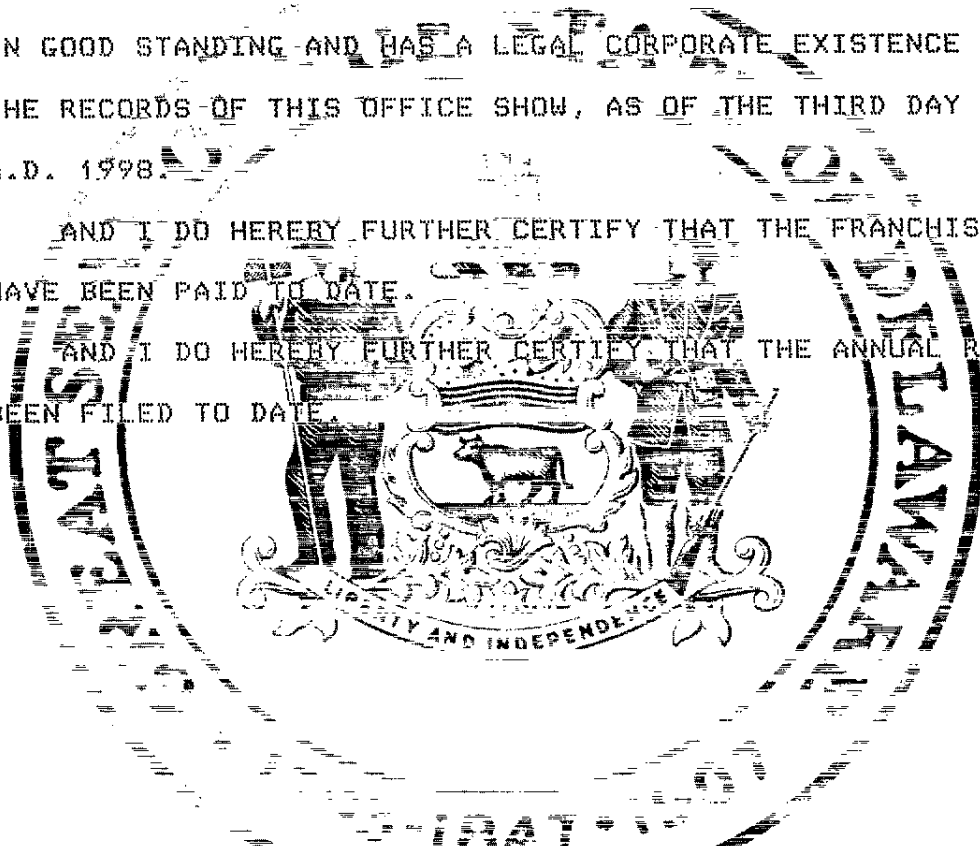
State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ATM FINANCIAL SERVICES 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 THIRD DAY OF APRIL, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.



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DIVISION OF CORPORATIONS
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Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

2663050 8300

DATE:

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04-03-98