

F98000002842

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ATTORNEYS AND COUNSELORS AT LAW
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POST OFFICE BOX 24028
ST. SIMONS ISLAND, GEORGIA 31522

GREGORY L. SPERRY (GA, TN, IL)
JOSEPH R. ODACHOWSKI (GA)

TELEPHONE: (912) 634-0955
TELECOPIER: (912) 633-9739

May 12, 1998

Customer Service
Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

Re: On Line Payment Systems, Inc.

Dear Sirs:

Please find enclosed the Application by Foreign Corporation for Authorization to Transact Business in Florida, together with my firm's check in the amount of \$122.50 to cover the \$70.00 registration fee, and the \$52.50 for a certified copy of a certificate of status.

Thank you for processing this application.

Sincerely yours,

Joseph R. Odachowski

cc: Mr. Johnny Luhr

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 19 PM 2:40

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-05/13/98--01088--005
****122.50 ****122.50

4298-10972

122 letters of consent
from # 998-3810



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 14, 1998

SPERRY & ODACHOWSKI, P.A.
C/O JOSEPH R. ODACHOWSKI
P.O. BOX 24028
ST. SIMONS ISLAND, GA 31522

SUBJECT: ON LINE PAYMENT SYSTEMS, INC.
Ref. Number: W98000010972

We have received your document for ON LINE PAYMENT SYSTEMS, INC. and your check(s) totaling \$122.50. 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.

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) 487-6094.

Agnes Lunt
Document Specialist

Letter Number: 498A00026886

May 18, 1998

Ms. Agnes Lunt
Document Specialist
Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

Re: On Line Payment Systems, Inc. , a Georgia corporation

Dear Ms. Lunt:

I am the sole shareholder and authorized agent for On Line Payment Systems of Florida, Inc. By this letter, I am giving you authority to reserve the above name and allow that foreign business to operate in the State of Florida, even though it is similar to the name of my company, On Line Payment Systems of Florida, Inc.

Thank you for processing the foreign business application of On Line Payment Systems, Inc.

Sincerely yours,



Alan Campbell
In behalf of On Line Payment
Systems of Florida, Inc.

cc: Mr. Johnny Luhr

898000003810


**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. On Line Payment 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. Georgia
(State or country under the law of which it is incorporated)
3. 58-236-4569
(FEI number, if applicable)
4. November 26, 1997
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. May 1, 1998
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 2483 Demere Road, Suite 204
St. Simons Island, GA 31522
(Current mailing address)
8. Sale and servicing of automated banking machines
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)
Name: Scott Hamilton
Office Address: 3907 23rd Avenue West
Bradenton, Florida, 34205
(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.


(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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 19 PM 2:40

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: Johnny Luhr

Address: 124 Newfield Street, St. Simons Island, GA 31522

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Johnny Luhr

Address: 124 Newfield Street, St. Simons Island, GA 31522

Vice President: _____

Address: _____

Secretary: Michelle Luhr

Address: 124 Newfield Street, St. Simons Island, GA 31522

Treasurer: Michelle Luhr

Address: 124 Newfield Street, St. Simons Island, GA 31522

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

13. _____

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

14. _____

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

Secretary of State
Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 981381000
CONTROL NUMBER : 9742468
DATE INC/AUTH/FILED: 11/26/1997
JURISDICTION : GEORGIA
PRINT DATE : 05/18/1998
FORM NUMBER : 211

SPERRY & ODACHOWSKI
ATTN: JOSEPH R. ODACHOWSKI
300 OAK ST STE G POB 24028
ST SIMONS ISLAND, GA 31522

CERTIFICATE OF EXISTENCE

I, Lewis A. Massey, the Secretary of State of the State of Georgia,
do hereby certify under the seal of my office that

**ON LINE PAYMENT SYSTEMS, INC.
A DOMESTIC PROFIT CORPORATION**

was formed in the jurisdiction stated above or was authorized to
transact business in Georgia on the above date. Said entity is in
compliance with the applicable filing and annual registration
provisions of Title 14 of the Official Code of Georgia Annotated
and has not filed articles of dissolution, certificate of
cancellation or any other similar document with the office of the
Secretary of State.

This certificate relates only to the legal existence of the above-
named entity as of the date issued. It does not certify whether
or not a notice of intent to dissolve, an application for
withdrawal, a statement of commencement of winding up or any other
similar document has been filed or is pending with the Secretary
of State.

This certificate is issued pursuant to Title 14 of the Official
Code of Georgia Annotated and is prima-facie evidence that said
entity is in existence or is authorized to transact business in
this state.



Lewis A. Massey

Lewis A. Massey
Secretary of State

FILED
98 MAY 19 PM 2:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA