

F98000003677

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: I.P.P., 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:

MARVIN A. MORRIS
(Name of Person)

I.P.P. LP
(Firm/Company)

600002559186--2
-06/15/98--01018--001
*****70.00 *****70.00

22 RIVERVIEW DR.
(Address)

WAYNE, NJ 07470
(City/State/Zip)

W98-13673

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

KERI A. MARTINEZ at (973) 696-5800
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Section
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

HC 429

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 29 AM 8:39



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 15, 1998

MARVIN A. MORRIS
I.P.P. LP
22 RIVERVIEW DR
WAYNE, NJ 07470

SUBJECT: I.P.P., INC.
Ref. Number: W98000013673

We have received your document for I.P.P., 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 entity's period of duration must be listed on the application. Please insert the word "perpetual", if a specific date of dissolution or term of existence has not been specified.

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.

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 CORPORATE SPECIALIST indicated.

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) 487-6092.

Hart Collins
Senior Corporate Section Administrator

Letter Number: 998A00033185

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned MARVIN A MORRIS, do hereby certify
(Name)

that this Resolution of the Board of Directors of I P P, INC
(Corporate Name)

a corporation duly organized and existing under the laws of the State of New Jersey,
was duly adopted on June 17,, 19 98.

Be it resolved, that I P P, INC,
(Corporate Name)

organized and existing in the State of New Jersey, hereby adopts the name
In Person Payments Company for use in Florida.

Dated: 6/17/98

M A M -
Signature of either Chairman, Vice Chairman or any officer

MARVIN A MORRIS
Type or print name

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DIVISION OF CORPORATIONS
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**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. I. P. P, Inc. Company

(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. NEW JERSEY 3. 22-3325769
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 5-11-93 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. NOT APPLICABLE
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 22 RIVERVIEW DR.
WAYNE, NJ 07470
(Current mailing address)

8. TO TRANSMIT MONEY
(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)

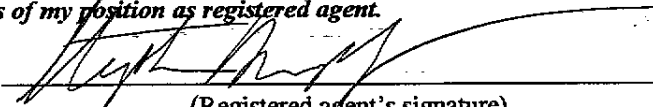
Name: Stephen Murphy

Office Address: 520 Crown Oak Centre Drive

Longwood, Florida, 32750
(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.

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DIVISION OF CORPORATIONS
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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: MARVIN MORRIS

Address: 22 Riverview Dr, Wayne NJ 07470

Vice Chairman: Phillip Spies

Address: 5 Angyle Court

Livingston NJ 07039

Director: Robert Murphy

Address: 654 - Ellington Court

Ridgewood NJ 07450

Director: _____

Address: _____

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

President: MARVIN MORRIS

Address: 22 RIVERVIEW DR

WAYNE, NJ 07470

Vice President: ROBERT MURPHY

Address: 22 RIVERVIEW DR.

WAYNE, NJ 07470

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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. MARVIN A. MORRIS

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

STATE OF NEW JERSEY
DEPARTMENT OF STATE
SHORT FORM STANDING

IPP, INC.

I, the Secretary of State of the State of New Jersey, do hereby certify that the above-named New Jersey Domestic Profit Corporation was registered by this office on May 11, 1993.

As of the date of this certificate, said business continues as an active business in good standing in the State of New Jersey, and its Annual Reports are current.

I further certify that the registered agent and registered office are:

*Marvin Morris
22 Riverview Drive
Wayne, NJ 07470*

Continued on next page . . .

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STATE OF NEW JERSEY
DEPARTMENT OF STATE
SHORT FORM STANDING

IPP, INC.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
25th day of June, 1998

Lonna R. Hooks

LONNA R HOOKS
Secretary of State