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TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: MidState Cardservices, 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:

100002579311--7

-07/02/98--01068--004

*****78.75 *****78.75

Paul D. Turner
(Name of Person)

Access America Financial, Corp.
(Firm/Company)

1525 NW 167th St, Ste 300
(Address)

Miami, FL 33169
(City/State/Zip)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Paul D. Turner at (305) 624-1000 x 1024
(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

**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. MidState Cardservices, 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 3. 65-0722171
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 11-6-96 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Future Date
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 1525 NW 167th Street, Suite 300
Miami, FL 33169
(Current mailing address)
8. All Legal Businesses
(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: Tosh Bennett, Esq.
- Office Address: 100 SE Second St., Ste 2600
Miami, Florida, 33131
(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.

Tosh Bennett
(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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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: Barbara C. Jarvis

Address: 120 W. Main Street
Felton, DE 19943

Vice Chairman: _____

Address: N/A

Director: Richard McCloskey

Address: 120 W. Main Street
Felton, DE 19943

Director: Jason E. Perlman

Address: 1525 NW 167th St, Ste 300
Miami, FL 33169

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

President: Jason E. Perlman

Address: 1525 NW 167th St, Ste 300
Miami, FL 33169

Vice President: Barbara C. Jarvis

Address: 120 W. Main Street
Felton, DE 19943

Secretary: Barbara C. Jarvis

Address: 120 W. Main Street
Felton, DE 19943

Treasurer: Todd Bomser

Address: 1525 NW 167th St, Ste 300
Miami, FL 33169

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

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

14. Todd Bomser, Vice President
(Typed or printed name and capacity of person signing application)

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ADDENDUM

12 B. Officers

Vice President: Todd Bomser

Address: 1525 NW 167th Street, Suite 300
Miami, FL 33169

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TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MIDSTATE CARDSERVICES, 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 SEVENTH DAY OF MAY, 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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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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05-07-98

Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: