

F98000004494

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: USB Payment Processing, 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:

F.J. Buri

(Name of Person)

USB, Inc.

(Firm/Company)

754 N. 4th St., Ste. 500,

(Address)

Milwaukee, WI 53203

(City/State/Zip)

W98-17029

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*****70.00 *****70.00

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

F.J. Buri

(Name of Person)

at (414) 297-4802

(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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

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U N I V E R S A L S A V I N G S B A N K , F . A .

July 21, 1998

Secretary of State
Qualification / Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: USB Payment Processing, Inc.

Dear Sir or Madam:

I am enclosing the Transmittal Letter and Application by Foreign Corporation for Authorization to Transact Business in Florida for the above referenced corporation. I am also enclosing a Certificate of Existence and a check in the amount of \$70.00 for the application fee.

Please return the approved application to the undersigned. Thank you.

Very truly yours,

UNIVERSAL SAVINGS BANK, F.A.

A handwritten signature in black ink, appearing to read 'Molly A. Johnson', with a stylized flourish at the end.

Molly A. Johnson
Paralegal

414.297.4766

Encl.

321009.G81



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 27, 1998

F.J. BURI
USB, INC.
754 N. 4TH STREET, SUITE 500
MILWAUKEE, WI 53203

SUBJECT: USB PAYMENT PROCESSING, INC.
Ref. Number: W98000017029

We have received your document for USB PAYMENT PROCESSING, 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 date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

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) 487-6958.

Lee Rivers
Document Specialist


Letter Number: 398A00039516

**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. USB Payment Processing, 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. 39-1778385
(FEI number, if applicable)
4. December 3, 1992
(Date of incorporation)
5. Perpetual
(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. 754 N. 4th St., Ste. 500
Milwaukee, WI 53203
(Current mailing address)
8. Bank operating subsidiary -- electronic payment processing
(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: CT Corporation System
Office Address: 1200 S. Pine Island Rd.
Plantation, Florida, 33324
(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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SECRETARY OF STATE
TALLAHASSEE FLORIDA
(citable)

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: SEE ATTACHED LIST

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: SEE ATTACHED LIST

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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TALLAHASSEE, FLORIDA

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

13. F.A. Bui
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. F.J. Buri, Secretary
(Typed or printed name and capacity of person signing application)

USB Payment Processing, Inc.

Officers:

David C. Beck	Chairman	754 N. 4 th St., Milwaukee, WI 53203
Kenneth W. Biel	President & CEO	" "
Fred Joachim	Senior Vice President	" "
Kris C. Axberg	V.P., Controller & Treasurer	" "
Thomas W. Tice	Vice President – Sales	" "
F. J. Buri	Secretary	" "

Directors:

David C. Beck	754 N. 4 th St., Milwaukee, WI 53203
Kenneth W. Biel	" "
Thomas W. Tice	" "
Thomas V. Anderson	13072 Tyler St., Crown Point, IN 46307
Donald F. DeMuth	300 Frank W. Burr Blvd., Teaneck, NJ 07666

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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 "USB PAYMENT PROCESSING, 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 FOURTEENTH DAY OF JULY, A.D. 1998.

FILED

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

2317715 8300

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Edward J. Freel
Edward J. Freel, Secretary of State

9194669

AUTHENTICATION:

07-14-98

DATE: