

Document Number Only

F980000005229

C T Corporation System.

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

500002641985--8

-09/17/98--01044--016

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

SPS Payment Systems, Inc.

☒ Profit

☐ NonProfit

☐ Limited Liability Company

☒ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☐ Merger

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Limited Liability Partnership

☐ Certified Copy

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Other UCC-1 / UCC-3

☐ Change of R.A.

☐ Fictitious Name

☐ CUS

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☒ Walk In

☐ Mail Out

☐ Call if Problem

☐ Will Wait

☐ After 4:30

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Name

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Acknowledgment

W.P. Verifier

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THANKS

CONNIE

DIVISION OF CORPORATIONS

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9/17

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION 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. SPS 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. Delaware

(State or country under the law of which it is incorporated)

3. 36-3368320

(FEI number, if applicable)

4. 06/17/85

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. August 16, 1998

(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, and 817.155 F.S.))

7. 2500 Lake Cook Road

Riverwoods, Illinois 60015

(Current mailing address)

8. To engage in any lawful act or activity for which corporations may
be organized under the General Corporation Law of Delaware.

(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: C T CORPORATION SYSTEM

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324

(Zip code)

10. Registered agent 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 obligation of my position as registered agent.

CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY

Connie Bryan
(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: (Street address ONLY - P.O. Box NOT acceptable)

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

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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TALLAHASSEE FLORIDA

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

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. Michael J. Hartigan, Jr.
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Michael J. Hartigan, Jr., Vice President, Associate General Counsel and Secretary
(Typed or printed name and capacity of person signing application)

A. DIRECTORS

Robert W. Archer
2500 Lake Cook Road
Riverwoods, Illinois 60015

Richard F. Atkinson
2500 Lake Cook Road
Riverwoods, Illinois 60015

Robert L. Wieseneck
2500 Lake Cook Road
Riverwoods, Illinois 60015

B. OFFICERS

President: Robert L. Wieseneck
2500 Lake Cook Road
Riverwoods, Illinois 60015

General Counsel: Christine A. Edwards
2500 Lake Cook Road
Riverwoods, Illinois 60015

Senior Vice President - Sales/Operations: Robert W. Archer
2500 Lake Cook Road
Riverwoods, Illinois 60015

Senior Vice President - Private Label Consumer: Richard R. Atkinson
2500 Lake Cook Road
Riverwoods, Illinois 60015

Vice President, New Product Development and Marketing: Patrick A. Albright
2500 Lake Cook Road
Riverwoods, Illinois 60015

Vice President and Controller: Russell J. Bonaguidi
2500 Lake Cook Road
Riverwoods, Illinois 60015

Vice President and Chief Information Officer: Robert J. Ferkenhoff
2500 Lake Cook Road
Riverwoods, Illinois 60015

Vice President: A. L. Fatheree
104 Suncrest Drive
Gray, Tennessee 37615

Vice President - Operations: Douglas Harrison
2500 Lake Cook Road
Riverwoods, Illinois 60015

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Vice President, Associate General Counsel and Secretary: Michael J. Hartigan, Jr.
2500 Lake Cook Road
Riverwoods, Illinois 60015

Vice President: Ivey Lamar Garren
811 East 10th Street
Sioux Falls, South Dakota 57103

Vice President - Network Services: Stephen W. Maxwell
2500 Lake Cook Road
Riverwoods, Illinois 60015

Vice President - Marketing and Administration: Larry H. Myatt
2500 Lake Cook Road
Riverwoods, Illinois 60015

Vice President - TeleServices: Ruth M. O'Brien
2500 Lake Cook Road
Riverwoods, Illinois 60015

Vice President - Network Services and Corporate Development: David J. Peterson
2500 Lake Cook Road
Riverwoods, Illinois 60015

Vice President - Private Label Commercial: Serge J. Uccetta
2500 Lake Cook Road
Riverwoods, Illinois 60015

Vice President and General Manager - Layton Facility: Richard A. Walsh
2195 North 1200 West
Layton, Utah 84041

Vice President - Electronic Information Services: Mary Ann Warniment
2500 Lake Cook Road
Riverwoods, Illinois 60015

Assistant Secretary: David N. Adler
2500 Lake Cook Road
Riverwoods, Illinois 60015

Assistant Secretary: Raymond F. Douglas
101 California Street
San Francisco, California 94111

Assistant Secretary: Frank G. Skubic
101 California Street
San Francisco, California 94111

Assistant Secretary: Kimbra D. Walter
2500 Lake Cook Road
Riverwoods, Illinois 60015

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TALLAHASSEE FLORIDA

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 "SPS PAYMENT SYSTEMS, 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 SIXTEENTH DAY OF SEPTEMBER, A.D. 1998.

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

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

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SECRETARY OF STATE
DELAWARE
FLORIDA



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

9304772

09-16-98