

F990000000322



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 102166 4313038

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : January 18, 1999

ORDER TIME : 10:03 AM

ORDER NO. : 102166-005

CUSTOMER NO: 4313038

CUSTOMER: Mr. Jeffrey Labarge
Hinman Howard & Kattell, LLP
80 Exchange Street
P.O. Box 5250
Binghamton, NY 13902

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-01/19/99--01042--017
*****35.00 *****35.00

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-01/19/99--01042--018
*****35.00 *****35.00

FOREIGN FILINGS

NAME: METRO CASH CARD INTERNATIONAL,
INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

99 JAN 19 AM 10:40
DIVISION OF CORPORATION

RECEIVED

AL JAN 19 1999

FILED
99 JAN 19 PM 1:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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. Metro Cash Card International, 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. New York
(State or country under the law of which it is incorporated)
3. 16-1532188
(FEI number, if applicable)
4. 7/16/97
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. 12/11/98
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 209 Summerchase Drive
Birmingham, Alabama 35244
(Current mailing address)
8. All lawful activities
(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida, 32301
(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.

Corporation Service Company

By: Georgiana McGinnis Asst. Secretary
(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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98 JAN 19 PM 1:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 officers/directors list~~

Address: _____

Vice Chairman: _____

Address: _____

Director: Anne R. Stanton

Address: 209 Summerchase Drive

Birmingham, AL 35244

Director: _____

Address: _____

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

President: ~~See attached officers/directors list~~ Anne R. Stanton

Address: 209 Summerchase Drive

Birmingham, Alabama 35244

Vice President: _____

Address: _____


Secretary: Same

Address: _____

Treasurer: Same

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. Anne R. Stanton - President and Sole Board Member
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

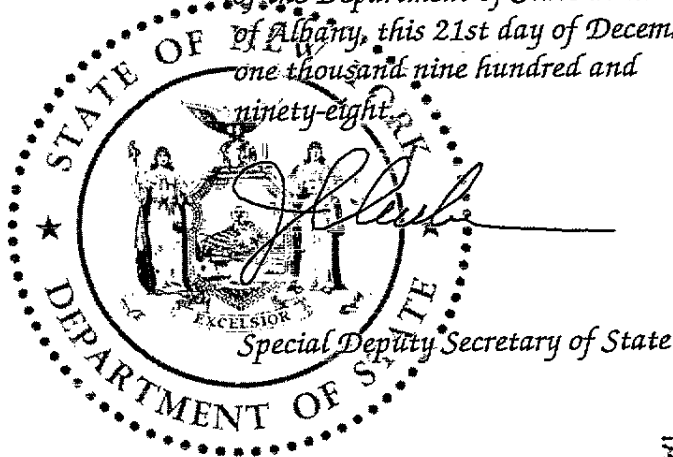
State of New York } ss:
Department of State

I hereby certify, that the certificate of incorporation of METRO CASH CARD INTERNATIONAL, INC. was filed on 07/16/1997, with perpetual duration, and that a diligent examination has been made of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation. I further certify the following:

A Certificate of Merger was filed on 11/19/1997.

I further certify, that no other certificates have been filed by such corporation.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 21st day of December
one thousand nine hundred and
ninety-eight



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99 JAN 19 PM 1:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA