

F99000001964



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 252913 4336650

AUTHORIZATION :

COST LIMIT : \$ 43.75

ORDER DATE : May 25, 1999

ORDER TIME : 1:23 PM

000002886250--6

ORDER NO. : 252913-005

CUSTOMER NO: 4336650

CUSTOMER: Ms. Michelle E. Smith  
Baker & Mckenzie  
19th Floor  
1200 Brickell Avenue  
Miami, FL 33131

FOREIGN FILINGS

NAME: STAR SYSTEMS, INC.

XX PROFIT  
       NON-PROFIT

XX CORPORATE  
       LIMITED PARTNERSHIP

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Mimi Stephens

FILED  
99 MAY 25 PM 4:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
99 MAY 25 PM 2:28  
DIVISION OF CORPORATION

N.C.  
C. GOULLETTE JUN 01 1999



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

RECEIVED

MAY 28 AM 9:56

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

May 26, 1999

CSC

TALLAHASSEE, FL

SUBJECT: HONOR & STAR HOLDING COMPANY  
Ref. Number: F99000001964

We have received your document for HONOR & STAR HOLDING COMPANY and the authorization to debit your account in the amount of \$43.75. However, the document has not been filed and is being returned for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. 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 DOCUMENT 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) 487-6903.

Cheryl Coulliette  
Document Specialist

Letter Number: 999A00028890

**RESUBMIT**

Please give original  
submission date as file date



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

May 28, 1999

CSC

TALLAHASSEE, FL

SUBJECT: HONOR & STAR HOLDING COMPANY  
Ref. Number: F99000001964

We have received your document for HONOR & STAR HOLDING COMPANY and the authorization to debit your account in the amount of \$43.75. However, the document has not been filed and is being returned for the following:

The certificate of status from Delaware must show the old name and the new one. The one you have sent is only showing the new name.

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) 487-6903.

Cheryl Coulliette  
Document Specialist

Letter Number: 699A00029504

**RESUBMIT**

Please give original  
submission date as file date

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

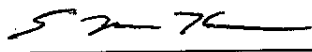
99 JUN - 1 AM 9:58

**RECEIVED**

**RESOLUTION OF THE BOARD  
OF DIRECTORS OF  
H&S HOLDING COMPANY**

I, the undersigned, Executive Vice President and Chief Financial Officer of H&S Holding Company, a corporation duly organized and existing under the laws of the State of Delaware (the "Corporation"), do hereby certify that this Resolution of the Board of Directors of the Corporation was duly adopted on May 6, 1999:

**RESOLVED**, that the Corporation hereby adopts the name Star Payment Systems, Inc. for use in the State of Florida.

By:   
E. Miles Kilburn  
Executive Vice President & Chief Financial Officer

**PROFIT CORPORATION**  
**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO**  
**APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**  
(Pursuant to s. 607.1504, F.S.)

**SECTION I**  
**(1-3 MUST BE COMPLETED)**

1. H&S Holding Company doing business in Florida as HONOR & Star Holding Company  
Name of corporation as it appears on the records of the Department of State.
2. State of Delaware  
Incorporated under laws of
3. February 25, 1999  
Date authorized to do business in Florida

**SECTION II**  
**(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? May 18, 1999

5. Star Systems, Inc.  
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.

6. If the amendment changes the period of duration, indicate new period of duration.

\_\_\_\_\_  
New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

\_\_\_\_\_  
New Jurisdiction

  
Signature

5/21/99  
Date

E. Miles Kilburn

Typed or printed name

Executive Vice President & Chief  
Title  
Financial Officer

FILED  
99 MAY 25 PM 4:38  
TALLAHASSEE, FLORIDA

*State of Delaware*  
*Office of the Secretary of State*

---

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "H&S HOLDING COMPANY", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "STAR SYSTEMS, INC.", THE EIGHTEENTH DAY OF MAY, A.D. 1999, AT 9 O'CLOCK A.M.

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.



2941280 8320

991215648

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

---

Edward J. Freel, Secretary of State

AUTHENTICATION: 9774787

DATE: 05-28-99