

F99000002919



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 264871 5151630

AUTHORIZATION : *Patricia Pujols*

COST LIMIT : \$ 70

ORDER DATE : June 7, 1999

ORDER TIME : 12:27 PM

ORDER NO. : 264871-005

CUSTOMER NO: 5151630

000002897020--D

CUSTOMER: Ms. Carolyn L. Mosher
Lml Payment Systems, Inc.
1140 West Pender St., #1680
British Columbia
Vancouver, CN V6E 4G1

RECEIVED

99 JUN -7 PM 2:29

DEPARTMENT OF STATE
DIVISION OF CONSULAR AFFAIRS
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: LML PAYMENT SYSTEMS, INC.

W99-13189

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

FILED
99 JUN -7 PM 3:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AL JUN - 8 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 7, 1999

CSC

RESUBMIT

Please give original
submission date as file date.

SUBJECT: LML PAYMENT SYSTEM INC.
Ref. Number: W99000013199

We have received your document for LML PAYMENT SYSTEM INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The registered agent must sign accepting the designation.

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) 487-6094.

Agnes Lunt
Document Specialist

Letter Number: 999A00030749

RECEIVED

99 JUN -8 AM 8:15

SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 JUN -7 PM 3:23

FILED

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:

1. LML 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. Yukon Territory, Canada
(State or country under the law of which it is incorporated)
3. Applied for
(FEI number, if applicable)
4. July 18, 1977
(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. 1140 West Pender Street, Suite 1680
Vancouver, BC V6E 4G1
(Current mailing address)
8. To engage in any lawful activity for which corporation may be organized
(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: Laura R. Dunlap
(Registered agent's signature)
Its Agent, Laura R. Dunlap

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.

FILED
JUN -7 PM 3:23
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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: Patrick Gaines
Address: 11 - 200 Burrard Street
Vancouver, B.C. V6C 3L0

Vice Chairman: _____

Address: _____

Director: Linda Moore

Address: 202 - 3690 Banff Court
North Vancouver, BC V7H 2Y7

Director: Greg MacRae

Address: 1280 - 625 Howe Street
Vancouver, BC V6C 2T6

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

President: Patrick Gaines

Address: 11 - 200 Burrard Street
Vancouver, BC V6C 3L0

Vice President: _____

Address: _____

Secretary: Carolyn Mosher

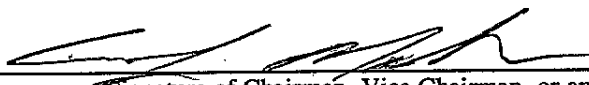
Address: 1155 Ronayne
N. Vancouver V7K 1H4

Treasurer: _____

Address: _____

FILED
99 JUN - 7 PM 3:23
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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. Carolyn Mosher, Corporate Secretary
(Typed or printed name and capacity of person signing application)

ADDENDUM 1

Additional Director:

Wendy Ogilvie
5375 50th Avenue
Ladner, BC
V4K-4R5

FILED

99 JUN -7 PM 3:23

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



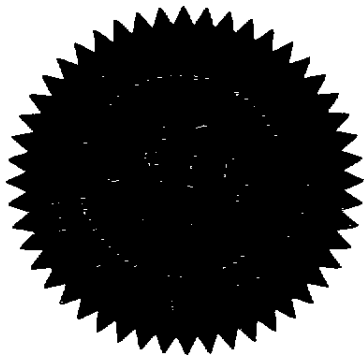
BUSINESS CORPORATIONS ACT
FORM 15

Certificate of Status

LML PAYMENT SYSTEMS INC.

was duly incorporated under the Business Corporations Act of Yukon on 1997-11-10 and is in good standing with respect to the filing of all required annual returns

Given under my hand and seal of office in the Yukon.



Corporate Access Number:26728
Dated:1999-05-19

FILED
99 JUN -7 PM 3:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DR for

J. Athron
M. Richard Roberts
Registrar of Corporations