

F99000004056

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: IVI Ingenico 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: **700002919917--4**  
-06/30/99--01076--004  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Nadia Kaddour  
(Name of Person)

Kevin MacCarthy Associates, P.C. **700002919917--4**  
(Firm/Company) -06/09/99--01013--001  
\*\*\*2300.00 \*\*\*2300.00

214 East 52nd Street, 3rd Floor  
(Address)

New York, NY 10022  
(City/State/Zip)

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

Nadia Kaddour at ( 212 ) 752-6700  
(Name of Person) (Area Code & Daytime Telephone Number)

STREET 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

Enclosed is a check for the following amount:

- ☐ \$70.00 Filing Fee    ☐ \$78.75 Filing Fee & Certificate of Status    ☐ \$78.75 Filing Fee & Certified Copy    ☒ \$87.50 Filing Fee, Certificate of Status & Certified Copy

W99-15597

99 AUG -6 PM 2:45

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

ALI

KEVIN MACCARTHY ASSOCIATES, P.C.

ATTORNEYS AT LAW

214 EAST 52nd STREET  
NEW YORK, N.Y. 10022-6207

PHONE: (212) 752-6700

FAX: (212) 319-7584

E-MAIL: kmc@spacefab.net

*By Federal Express*

June 29, 1999

Qualification/Tax Lien Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 AUG -6 PM 2:45

Re: Certificate to Transact Business for  
IVI Ingenico Inc.  
URGENT

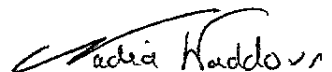
Dear Sir or Madam:

As per a telephone conversation with one of your representatives, enclosed please find a completed Application by Foreign Corporation for Authorization to Transact Business in Florida, a transmittal letter, a Certificate of Good Standing and a check in the amount of \$87.50 which represents the payment for the filing fees, the Certificate of Status and a Certified Copy.

Please have the above-mentioned Certificate together with the Certificate of Status sent to this office by Federal Express as quickly as possible. Our Federal Express Account Number is 1064-1968-0.

Should you have any questions regarding the above please do not hesitate to contact us. Thank you for your prompt attention to this matter.

Very truly yours,



Nadia Kaddour

Encls.



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

July 7, 1999

NADIA KADDOUR  
KEVIN MACCARTHY ASSOCIATES, P.C.  
214 EAST 52ND STREET, 3RD FLOOR  
NEW YORK, NY 10022

SUBJECT: IVI INGENICO INC.  
Ref. Number: W99000015597

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 AUG -6 PM 2:45

We have received your document for IVI INGENICO INC. and your check(s) totaling \$87.50. However, the document has not been filed and is being retained in this office for the following:

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$2300.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a notarized affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501 or 617.1501, Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 487-6094.

Agnes Lunt  
Document Specialist

Letter Number: 999A00035177

KEVIN MACCARTHY ASSOCIATES, P.C.

ATTORNEYS AT LAW

214 EAST 52nd STREET  
NEW YORK, N.Y. 10022-6207

PHONE: (212) 752-6700

FAX: (212) 319-7584

E-MAIL: kmc@spacelab.net

*By Federal Express*

August 5, 1999

Qualification/Tax Lien Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

Re: Certificate to Transact Business for  
IVI Ingenico Inc.  
**URGENT**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 AUG - 6 PM 2:45

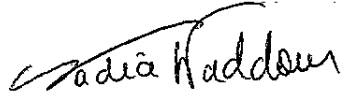
Dear Sir or Madam:

As per a telephone conversation with one of your representatives, enclosed please find a check made payable to Florida Department of State in the amount of \$2,300.00 which represents the payment of both annual report and penalty fees as per your letter dated July 7, 1999.

Please have the above-mentioned Certificate together with the Certificate of Status sent to this office by Federal Express as quickly as possible. Our Federal Express Account Number is 1064-1968-0.

Should you have any questions regarding the above please do not hesitate to contact us. Thank you for your prompt attention to this matter.

Very truly yours,

  
Nadia Kaddour

Encl.

**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. IVI INGENICO 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 3. 91-1780883  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. December 12, 1996 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. February 1997  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 2655 Le Jeune Road, Suite 201  
Coral Gables, FL 33134  
(Current mailing address)

8. Hardware and software distribution; software development.  
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

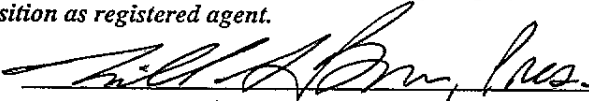
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: United Corporate Services Inc.  
Office Address: 9200 S. Dadeland Boulevard, Suite 508  
Miami, Florida, 33156  
(Zip code)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 AUG -6 PM 2:45

**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.

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: Gerard Compain

Address: c/o IVI Ingenico Inc.

2655 Le Jeune Road, Suite 201 Coral Gables, FL 33134

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: Gerard Compain

Address: c/o IVI Ingenico Inc.

2655 Le Jeune Road, Suite 201 Coral Gables, FL 33134

Director: L. Barry Thomson

Address: c/o IVI Ingenico Inc.

2655 Le Jeune Road, Suite 201 Coral Gables, FL 33134

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

President: GERARD COMPAIN

Address: 110 IVEINGENICO INC.

2655 Le Jeune Road, Suite 201 Coral Gables, FL 33134

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: Kevin MacCarthy

Address: 214 East 52nd Street 3rd floor

New York NY 10022

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 AUG -6 PM 2:45

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

13. Kevin MacCarthy, Secretary

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. KEVIN MACCARTHY, Secretary

(Typed or printed name and capacity of person signing application)

State of Delaware

PAGE 1

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "IVI INGENICO 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 TWENTY-FIFTH DAY OF JUNE, A.D. 1999.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 AUG -6 PM 2:45



*Edward J. Freel*  
Edward J. Freel, Secretary of State  
9829818

AUTHENTICATION: 06-25-99  
DATE:

2694220 8300

991243075