

F99000004056

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214 EAST 52nd STREET
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Via DHL

May 30, 2000

Florida Department of State
Amendment Section
Divisions of Corporations
409 E Gaines Street
Tallahassee, FL 32399

100003272731--4
-05/31/00--01104--002
*****35.00 *****35.00

Re: IVI INGENICO INC.

Dear Sir or Madam:

Enclosed herein please find an amendment form, duly completed and signed, for a change in the name of the corporation.

Please also find a check payable to the department of State in the amount of \$35.00.

Very truly yours,

Nadia Kaddour
Nadia Kaddour

Encls.

NC
7-11-00
MS

FILED
00 MAY 31 AM 9:28
TALLAHASSEE, FLORIDA

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Via DHL

July 6, 2000

**Florida Department of State
Amendment Section
Divisions of Corporations
409 E Gaines Street
Tallahassee, FL 32399**

Re: IVI INGENICO INC.

Dear Sir or Madam:

Enclosed herein please find in return an amendment form, duly completed and signed, for a change in the name of the corporation and, as per your request from June 12, 2000 for additional document, an authenticated Certificate of the State of Incorporation which is Delaware.

Please confirm with us that the change has effectively been made.

Very truly yours,

P- FST-1
Nadia Kaddour

Encls.

RECEIVED
00 JUL 10 AM 8:35
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 12, 2000

KEVIN MCCARTHY ASSOCIATES, P.C.
214 EAST 52ND STREET
NEW YORK, NY 10022-6207

SUBJECT: IVI INGENICO INC.
Ref. Number: F99000004056

We have received your document for IVI INGENICO INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

An original, duly authenticated certificate from the state of incorporation/organization evidencing the amendment, must be submitted with the application. The certificate must have been issued within the past 90 days.

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) 487-6957.

Doug Spitler
Document Specialist

Letter Number: 000A00033402

PROFIT CORPORATION

SECTION I

1. IVI INGENICO Inc.

Name of corporation as it appears on the records of the Department of State.

2. Delaware

Incorporated under laws of

3. August 6, 1999

Date authorized to do business in Florida

SECTION II

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? Jan. 28, 2000

5. INGENICO IVI 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 _____

May 23, 2000
Date

Bruno Guerin
Typed or printed name

Secretary
Title

ALLAHSSEE FLORIDA

00 MAY 31 AM 9:28

FD-302 (Rev. 11-27-70)

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 THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "IVI INGENICO INC.", CHANGING ITS NAME FROM "IVI INGENICO INC." TO "INGENICO IVI INC.", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF JANUARY, A.D. 2000, AT 4:50 O'CLOCK P.M.



2694220 8100

001335950

A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

AUTHENTICATION: 0536183

DATE: 06-30-00

**STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
OF CERTIFICATE OF INCORPORATION
OF
IVI INGENICO INC.**

A corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware.

DOES HEREBY CERTIFY:

FIRST: That at a meeting of the Board of Directors of December 23, 1999 resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Articles thereof numbered: "FIRST" and "FOURTH" so that, as amended, said Articles shall be and read as follows:

"FIRST": The name of the corporation is INGENICO IVI Inc.

"FOURTH": The total number of shares of stock which the corporation shall be authorized to issue is One Thousand (1000) shares of Common Stock of the par value of \$.01 per share.

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

FOURTH: That the capital of said corporation shall not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed by Bruno Guerin, an authorized Officer, this 28th day of January, 2000.

By: 
Authorized Officer

Name: Bruno Guerin

Title: Secretary