

Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
Fax 850 222 7615
Attn: Jeff Netherton

CORPORATION(S) NAME

Currency Systems International, Inc.

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name _____
Availability _____
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Examiner _____
Updater _____
Verifier _____
Acknowledgement _____
W.P. Verifier _____

11/18
10/29/99



BK 11

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-11/19/99--01001--025
*****70.00 *****70.00
000003049110--4
-11/19/99--01001--026
*****8.75 *****8.75

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
99 NOV 18 AM 8:08

RECEIVED
99 NOV 18 PM 4:35
TALLAHASSEE, FL 32301

**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.*

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1. CURRENCY SYSTEMS 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. Texas 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. February 26, 1991 5. Perpetual
(Date of incorporation) (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. 6401 Commerce Drive
Irving, Texas 75063
(Current mailing address)
8. Conduct selling activities for Currency Processing Systems and related services and products
(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: C T Corporation System
Office Address: 1200 South Pine Island Road
Plantation, Florida, 33324
(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.

Vivianne Jones
(Registered agent's signature)

Vivianne Jones, Asst. Secy.

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)

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A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: SEE ATTACHED RIDER A

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: SEE ATTACHED RIDER A

Address: _____

Vice President: _____

Address: _____

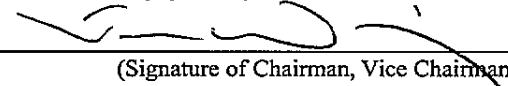
Secretary: _____

Address: _____

Treasurer: _____

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

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

**CURRENCY SYSTEMS INTERNATIONAL, INC.
RIDER A
OFFICERS AND DIRECTORS**

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A. DIRECTORS

Chairman: Richard G. Haycock
Address: 6401 Commerce Drive
Irving, TX 75063

Director: Giancarlo DeMartis
Address: 501 Southlake Blvd.
Richmond, VA 23236

Director: Robert Williams
Address: 501 Southlake Blvd.
Richmond, VA 23236

Director: Guiseppe Venturi
Address: 501 Southlake Blvd.
Richmond, VA 23236

Director: Claudio Malpensi
Address: 501 Southlake Blvd.
Richmond, VA 23236

Director: Tom Waring
Address: 6401 Commerce Drive
Irving, TX 75063

Director: Jan Westlund
Address: 6401 Commerce Drive
Irving, TX 75063

B. OFFICERS

President: Tom Waring
Address: 6401 Commerce Drive
Irving, TX 75063

Vice President: Geoff Young
Address: 18D Mallams Ct.
Milton Business Park
Abingdon, Oxen OX144RP

Vice President: David Atkinson
Address: Rayleigh House, Great Bookham
Surrey, KT23 4AX, UK

Secretary: Claudio Malpensi
501 Southlake Blvd.
Richmond, VA 23236



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The State of Texas

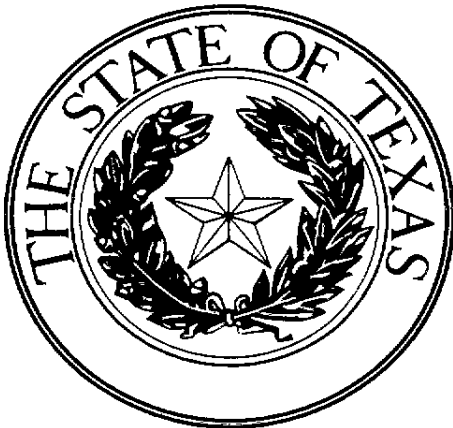
SECRETARY OF STATE

IT IS HEREBY CERTIFIED that
Articles of Incorporation of

CURRENCY SYSTEMS INTERNATIONAL, INC.
File No. 1184108

were filed in this office and a certificate of incorporation was issued to this corporation,
and no certificate of dissolution is in effect and the corporation is currently in existence.

*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
the City of Austin, on November 17, 1999.*




Elton Bomer
Secretary of State

BAM