



ACCOUNT NO. : 072100000032

REFERENCE : 490925 4800163

AUTHORIZATION :

*Patricia K. Kappeler*

COST LIMIT : \$ 70.00

ORDER DATE : November 22, 1999

ORDER TIME : 11:41 AM

ORDER NO. : 490925-005

CUSTOMER NO: 4800163

CUSTOMER: Clote' Smith, Legal Assistant  
Baker & McKenzie  
1 Prudential Plaza Suite 3600  
130 E. Randolph Street  
Chicago, IL 60601

FILED  
99 NOV 24 AM 1:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*mntn*  
*11/24*

FOREIGN FILINGS

NAME: SMARTAXIS INC.

500003054285--1

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

RECEIVED  
99 NOV 24 PM 12:57  
DEPT. OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**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. SmartAxis 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. Applied For  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. November 12, 1999 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification in Florida  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. c/o Corporation Service Company, 1201 Hays Street, Tallahassee, FL 32301  
(Current mailing address) (Temporary)
8. To engage in digital cash transfers across the Internet or other digital networks and in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware and permitted under the Florida General Corporation Act  
(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: 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 [Signature]  
(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)

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99 NOV 23 AM 1:28  
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TALLAHASSEE, FLORIDA

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

Director: Julian Wilson

Address: 130 East Randolph Drive, Suite 3900  
Chicago, Illinois 60601

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

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

Director: \_\_\_\_\_

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

Director: \_\_\_\_\_

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

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

President: Julian Wilson

Address: 130 East Randolph Drive, Suite 3900  
Chicago, Illinois 60601

Secretary: Julian Wilson  
~~Vice President:~~

Address: 130 East Randolph Drive, Suite 3900  
Chicago, Illinois 60601


Assistant Secretary: Edwin R. Dunn

Address: 130 East Randolph Drive, Suite 3900  
Chicago, Illinois 60601

Treasurer: Julian Wilson

Address: 130 East Randolph Drive, Suite 3900  
Chicago, Illinois 60601

**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. Edwin R. Dunn, Assistant Secretary  
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SMARTAXIS 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-THIRD DAY OF NOVEMBER, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED

99 NOV 24 AM 1:28

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



*Edward J. Freel*

Edward J. Freel, Secretary of State

3125620 8300

991500723

AUTHENTICATION:

0098639

DATE:

11-23-99