

M02000002477

TO: Registration Section  
Division of Corporations

SUBJECT: POS AMERICA, LLC  
(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:

GARY ROBINSON

(Name of Person)

STEPHENSON GROUP, LTD.

(Firm/Company)

980 U.S. Hwy 1.

(Address)

Boca Raton, FL 33432

(City/State and Zip code)

000005930790--0  
-06/24/02--01066--026  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

For further information concerning this matter, please call:

GEORGE ROBERTS at (Tel) 869-0567

(Name of Person)

(Area Code & Daytime Telephone Number)

STREET ADDRESS:  
Registration Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

MAILING ADDRESS:  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

CF - 55.00  
CERT - 12.50

B/K  
W02-18412

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

B/K

02 SEP 2002 PM 12:15  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

June 25, 2002

GARY ROBINSON  
980 US HIGHWAY 1  
BOCA RATON, FL 33432

SUBJECT: POS AMERICA, LLC  
Ref. Number: W02000018412

02 SEP 20 PM 12:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
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We have received your document for POS AMERICA, LLC and check(s) totaling \$87.50 of which \$87.50 has been designated to file this document. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is an additional amount of \$37.50 due. Refer to the attached fee schedule for a breakdown of the fees. Please return a copy of this letter to ensure your money is properly credited.

The fees to file a Florida Limited Liability Company or register a Foreign Limited Liability Company are as follows: \$100 filing fee; and \$25 registered agent designation fee. Please include an additional \$30 for each certified copy requested (optional) and \$5.00 for each certificate of status requested (optional).

We are enclosing the proper form(s) with instructions for your convenience.

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

If you have any questions concerning the filing of your document, please call (850) 245-6020.

Tammi Cline  
Document Specialist

Letter Number: 802A00040694

*Stephenson Group*

September 12, 2002

FILED  
02 SEP 20 PM 12:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Mr. Buck Kohr  
Florida Department of State  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: POS America, LLC  
Doc # W02000018412

Dear Mr. Kohr:

Thank you for your assistance this morning.

Enclosed please find the application for POS America, LLC to transact business in Florida along with the letter of good standing from Delaware and the filing fee of \$155.00 which includes the filing fee, designation of registered agent and certified copy.

Again, thank you for your assistance in this matter.

Sincerely,

  
Gary Robinson

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

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SEP 20 PM 12:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

- 1. POS America, LLC  
(Name of foreign limited liability company)
- 2. DELAWARE  
(Jurisdiction under the law of which foreign limited liability company is organized)
- 3. \_\_\_\_\_  
(FEI number, if applicable)
- 4. June 3, 2002  
(Date of Organization)
- 5. \_\_\_\_\_  
(Duration: Year limited liability company will cease to exist or "perpetual")
- 6. Upon Authorization  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
- 7. 980 North Federal Hwy. Suite 406  
Boca Raton, FL 33432  
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here

9. The name and usual business addresses of the managing members or managers are as follows:

GARY ROBINSON

980 NORTH FEDERAL HIGHWAY, SUITE 406

BOCA RATON, FL 33432

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: TO COORDINATE BUSINESS OF POS TERMINALS AND TERMINAL OWNERS AND OTHER LEGAL BUSINESS ALLOWED IN FLORIDA.

[Signature]  
Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

GARY ROBINSON

Typed or printed name of signee

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES  
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE  
STATE OF FLORIDA.

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02 SEP 20 12:15 PM  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. The name of the Limited Liability Company is:

POS AMERICA, LLC

2. The name and the Florida street address of the registered agent and office are:

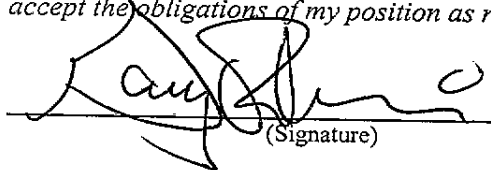
GARY ROBINSON  
(Name)

90 LARIAT CIRCLE

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Boca Raton FL 33431  
(City/State/Zip)

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.*

  
(Signature)

- \$ 100.00 Filing Fee for Application
- \$ 25.00 Designation of Registered Agent
- \$ 30.00 Certified Copy (optional)
- \$ 5.00 Certificate of Status (optional)

# Delaware

PAGE 1

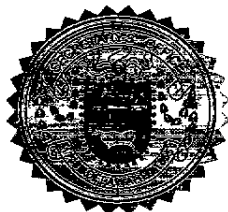
*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "POS AMERICA, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINETEENTH DAY OF AUGUST, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "POS AMERICA, LLC" WAS FORMED ON THE THIRD DAY OF JUNE, A.D. 2002.

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

FILED  
02 SEP 20 PM 12:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



3532021 8300

020522134

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1941703

DATE: 08-19-02