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Florida Department of State  
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**FOREIGN LIMITED LIABILITY COMPANY**

**HERITAGE CARD SOLUTIONS, LLC**

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$155.00

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*JB*  
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**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO  
TRANSACTION BUSINESS IN FLORIDA**

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

1. Heritage Card Solutions, LLC  
(Name of foreign limited liability company)
2. Delaware  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 38-4519013  
(FEI number, if applicable)
4. January '03  
(Date of Organization)
5. Perpetual  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon qualification  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.153, F.S.))
7. 6300 Richmond Avenue, Suite 305  
Houston, TX 77057  
(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:

John Kendrick, Chief Financial Officer  
Heritage Card Solutions LLC  
6300 Richmond Avenue, Suite 305  
Houston, TX 77057

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: marketing and sale of Stored-Value Mastercard

John Kendrick  
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.)

John Kendrick

Typed or printed name of signee

APPROVED  
AND  
FILED  
03 SEP 11 AM 9:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**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.

1. The name of the Limited Liability Company is:

Heritage Card Solutions LLC

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

American Information Services, Inc.

(Name)

One S.E. 3rd Avenue, 28th Floor

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

Miami

FL

33131

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.*

American Information Services, Inc.

By Angelica M. Chini, Assistant Secretary  
(Signature)

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

SECRETARY  
TALLAHASSEE

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AND  
FENT

# Delaware

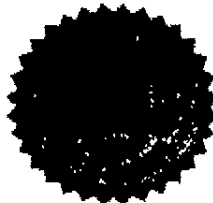
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## *The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HERITAGE CARD SOLUTIONS, 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 SEVENTH DAY OF JULY, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "HERITAGE CARD SOLUTIONS, LLC" WAS FORMED ON THE THIRTEENTH DAY OF JANUARY, A.D. 2003.

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



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

3613759 8300

AUTHENTICATION: 2513451

030444749

DATE: 07-07-03