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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. BRYAN

MAR 28 2012

EXAMINER



Bank

America's Most Convenient Bank®

TD Bank, N.A.
Legal Department
P.O. Box 9540
Portland, ME 04112
T: 207-761-8500 F: 207-761-9562
www.tdbank.com

March 21, 2012

VIA CERTIFIED MAIL

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

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TALLAHASSEE, FLORIDA

Re: Application for Registration for TD Merchant Services LLC

To whom it may concern;

I am enclosing the completed Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida on behalf of **TD Merchant Services LLC**. I have enclosed a check in the amount of \$125.00 for the filing fee.

Please do not hesitate to contact me at 207-535-3805 if you have any questions. Thank you for your assistance in this matter,

Lydia C. Boose
Senior Paralegal and Assistant Corporate Secretary
Legal Department
TD Bank, N.A.

/LS
Encl.

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: TD Merchant Services LLC

Name of Limited Liability Company

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

Lydia McIlwain

Name of Person

TD Bank, N.A. - Legal Department

Firm/Company

P.O. Box 9540

Address

Portland, ME 04112

City/State and Zip Code

Lydia.McIlwain@td.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Lydia McIlwain

Name of Person

at (207)

535-3805

Area Code & Daytime Telephone Number

MAILING ADDRESS:

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

STREET ADDRESS:

Division of Corporations
Registration Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Enclosed is a check for the following amount:

- ☒ \$125.00 Filing Fee ☐ \$130.00 Filing Fee & Certificate of Status ☐ \$155.00 Filing Fee & Certified Copy ☐ \$160.00 Filing Fee, Certificate of Status & Certified Copy

**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. TD Merchant Services LLC

(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")

2. Delaware

(Jurisdiction under the law of which foreign limited liability company is organized)

3. 45-3722138

(FEI number, if applicable)

4. 10/25/2011

(Date of Organization)

5. Perpetual

(Duration: Year limited liability company will cease to exist or "perpetual")

6. _____

(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 1701 Route 70 East, Cherry Hill, NJ 08034

(Street Address of Principal Office)

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

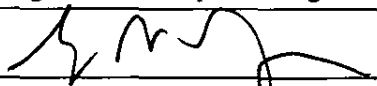
9. The name and usual business addresses of the managing members or managers are as follows:

SEE ATTACHED LIST

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: _____

Financial services, including information processing outside Canada



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. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

Geoffrey Ryan, Secretary

Typed or printed name of signee

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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:

TD Merchant Services LLC

If unavailable, the alternate to be used in the state of Florida is:

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

Corporation Service Company

(Name)

1201 Hays Street

Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee

FL 32301

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, Florida Statutes.

Corporation Service Company

By: 

(Signature)

Jonathan P. Cassara
Asst VP

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

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TALLAHASSEE, FLORIDA

TD Merchant Services LLC

Directors and Officers

Directors:

Richard C. Angelone, 41 Donald B Dean Drive, South Portland, ME 04106

Melissa J. Ballenger, 1701 Route 70 East, Cherry Hill, NJ 08034

Frank Psoras, 100 Wellington Street West 29th Floor, Toronto, Ontario M5K 1A2

Anthony Sasso, 1100 Lake Street, Ramsey, NJ 07446

Jeffrey van Duynhoven, 77 King Street West, 15th Floor, Royal Trust Tower, Toronto, ON M5K 1A2

Officers:

Chief Financial Officer: Edward P. Hawara, 100 Wellington St W. CP Tower, 18th Floor, Toronto, ON M5K 1A2

Vice President, Sales: Frank Psoras, 100 Wellington Street West 29th Floor, Toronto, Ontario M5K 1A2

Vice President, Tax: Edward Ryan, 31 W. 52nd Street, New York, NY 10019

Secretary: Geoffrey Ryan, 2130 Centrepark West Drive, West Palm Beach, FL 33409

Vice President, Leasing: Anthony Sasso, 1100 Lake Street, Ramsey, NJ 07446

Chair of Board | President: Jeffrey van Duynhoven, 77 King Street West, 15th Floor, Royal Trust Tower, Toronto, ON M5K 1A2

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Delaware

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The First State

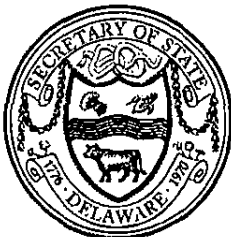
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TD MERCHANT SERVICES LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTEENTH DAY OF FEBRUARY, A.D. 2012.


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TALLAHASSEE, FLORIDA

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at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9361578

DATE: 02-13-12