



THE UNITED STATES
CORPORATION
COMPANY

M98000000184

ACCOUNT NO. : 072100000032

REFERENCE : 718148 5017647

AUTHORIZATION *Patricia Pyzdek*

COST LIMIT : \$ 285.00

ORDER DATE : February 24, 1998

ORDER TIME : 11:43 AM

ORDER NO. : 718148-005

CUSTOMER NO: 5017647

CUSTOMER: Brenda White, Legal Assistant
Bryan Cave LLP
Suite 3600
One Metropolitan Square
St. Louis, MO 63102-2750

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FOREIGN FILINGS

NAME: HEARTLAND CASH NETWORK, L.L.C.

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Glisar

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 26, 1998

JEANINE GLISAR
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: HEARTLAND CASH NETWORK, L.L.C.
Ref. Number: W98000004361

We have received your document for HEARTLAND CASH NETWORK, L.L.C. and the authorization to debit your account in the amount of \$285.00. However, the document has not been filed and is being returned for the following:

The Registered Agent -- CORPORATION SERVICE COMPANY -- MUST SIGN the acceptance statement on the R.A. page.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 298A00010983

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RESUBMIT
please give original
submission date as file date.

98 FEB 26 PM 3:03
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**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:*

1. Heartland Cash Network, L.L.C.
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present. Please note: "L.L.C." is not an acceptable suffix in Florida.)
2. Missouri 3. _____
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. December 8, 1997 5. December 31, 2005
(Date of Organization) (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 817.155, F.S.))
7. 1411 Southwest 31st Avenue
Pompano Beach 33069
(Street address of principal office)

8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>James W. Smith</u>	<u>MGRM</u>	_____	_____
<u>8500 North Mopac, Suite 604</u>		_____	
<u>Austin, Texas 78731</u>		_____	
_____	_____	_____	_____
_____		_____	
_____		_____	
_____	_____	_____	_____
_____		_____	
_____		_____	

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

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PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: Heartland Cash Network, L.L.C.

2. The name and address of the registered agent and office is:

Corporation Service Company

(Name)

1201 Hays Street

(P.O. Box not acceptable)

Tallahassee, Florida 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.

By: Karen B. Rozar
(Signature)

2-26-98
(Date)

Karen B. Rozar, As Its Agent

Filing Fee: \$ 35 for Designation of Registered Agent

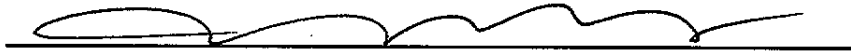
**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

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The undersigned member or authorized representative of a member of _____

Heartland Cash Network, L.L.C. deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 1,200,000.00 .
- 3) if any, the agreed value of property other than cash contributed by member(s) is
\$ 1,200,000.00 . A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is
\$ 2,400,000.00 . This total includes amounts from 2 and 3 above.



Signature of a member or authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit
constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

SCHEDULE 1.1 (i)

PARAMOUNT FINANCIAL SERVICES OWNED MACHINES

<u>Location</u>	<u>#</u>	<u>Make</u>
Economy Mobil	1	Triton 9500
Bingo Magic	1	Triton 9500
Crazy Horse	1	Triton 9520
Casino Miami	1	Triton 9520
Pure Platinum - Orlando	1	Triton 9520
Doll House	1	Triton 9520
Circus	1	Triton 9520
Cabaret International	1	Triton 9520
Solid Gold - Miami	1	Triton 9500
Pure Platinum - Ft. Lauderdale	1	Triton 9500
Solid Gold - Ft. Lauderdale	1	Triton 9520
Mango	1	Triton 9500
Daytona Cruise	1	Triton 9520
Sun Cruz	1	Triton 9520
Doll House II	1	Triton 9500
Cheetah	1	Triton 9535
Marriott - Orlando	1	Triton 9520
Miami Arena	2	Triton 9520/9500
Liberty Books	1	Triton 9520
Marriott - Casa	1	Triton 9500
Hilton - Ft. Lauderdale	1	Tidel
Sloppy Joe's	1	Triton 9500
Albany - OTB	1	Triton 9520
Marriott - North Ft. Lauderdale	1	Tidel
Lipstick	1	Tidel
Mobil 51	1	Triton 9500
Shooters	1	Triton 9500
Fairway	1	Triton 9520
Holiday Inn Key Largo	1	Triton 9500
Gran Prix	2	Triton 9500
Crown Sterling	1	Triton 9500
Metro Bingo	1	Triton 9520
Thunder on the Beach	1	Triton 9520
Marriott - Syracuse	1	Triton 9520
Kwikstop 3135	1	Triton 9520
Marriott - Albany	1	Triton 9520
Sun Cruz - Port Richey	1	Triton 9520
Deer Resort	1	Triton 9500

Attachment
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Location	#	Make
Erie Medical	1	Triton 9520
Sue's Rendevous	1	Triton 9520
Nextstore	1	Triton 9500
Bahia Cabana	1	Triton 9500
Various Locations ^a	134	Scrip Machines
Inventory ^b	2	Tidel
Tampa Jai Lai ^c	2	Triton 9520
Ramada - Clearwater ^d	1	Triton 9535
Ocala Jai Lai ^d	1	Triton 9535
Marriott - Reach ^d	1	Triton 9520
Majestic Empress ^d	1	Triton 9535
Ft. Pierce Jai Lai ^d	1	Triton 9535
Marriott - Colorado Springs ^d	1	Triton 9535
DB - Surf ^d	1	Triton 9535
In & Out ^d	1	Triton 9535
West Boca MC ^d	1	Triton 9535
Crown Empress ^d	1	Triton 9535
Jeff Kennell Club ^d	1	Triton 9535
DB - Scots ^d	1	Triton 9535
Déjà Vu ^d	1	Triton 9520
Atlantic City Rail ^d	1	Diebold 1064

- a) See attached Transaction Report for more detailed listing.
- b) Owned by Paramount prior to 6/30/97 "Cutoff Date" referenced in Letter of Intent but held in inventory, i.e. "Additional ATMs".
- c) Owned by Paramount prior to 6/30/97 "Cutoff Date" referenced in Letter of Intent and installed subsequent to 6/30/97, i.e., "Additional ATMs".
- d) Owned by Paramount after 6/30/97, currently installed pursuant to appropriate installation and operating agreements. Invoice to be paid by Heartland Cash Network.

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SCHEDULE 1.1(i)

SCHEDULE OF OWNED MACHINES
(CONTINUED)

The one hundred-thirty-four (134) units identified on the attached four (4) pages are Script machines owned by Paramount Financial Services and as such constitute a part of Schedule 1.1(i) hereof.

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ACTIVE LOCATIONS ONLY

Test to Detect:

Paramount Financial Services, Incorporated
Weekly Transaction Count

Date: Oct 31, 1957

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Kooligama Pub & Oyster Bar										Page: 4							
Country Market	L	L	L	L	L	L	L	L	L	Week Ending Transaction Count				Four Weeks Ending			
										10/09/97	10/16/97	10/23/97	10/30/97	88chg	48chg	#Int'l	\$Int'l
Kooligama Pub	L	L	L	L	L	L	L	L	L	61	53	38	45	127	293.50	0	-00
Jay's Drugs	L	L	L	L	L	L	L	L	L	25	39	32	26	122	132.50	0	-00
Griffin Farm & Check Cashing	L	L	L	L	L	L	L	L	L	23	13	15	13	64	96.00	0	-00
	L	L	L	L	L	L	L	L	L	11	15	11	5	42	63.00	0	-00
	L	L	L	L	L	L	L	L	L	5	3	1	1	10	17.50	0	-00
TOTAL L										125	123	97	90	415	624.50	0	-00
S										85	105	93	74	357	535.50	0	-00
Tom Thambi #105	L	L	L	L	L	L	L	L	L	94	80	85	67	337	490.50	0	-00
Florida	L	L	L	L	L	L	L	L	L	63	57	56	47	223	334.50	0	-00
Shell - Lawrence	L	L	L	L	L	L	L	L	L	49	43	34	49	195	292.50	0	-00
Tom Thambi #125	L	L	L	L	L	L	L	L	L	49	36	43	37	165	288.75	0	-00
Splash	L	L	L	L	L	L	L	L	L	33	26	49	33	141	211.50	0	-00
Linton Blvd. Shell	L	L	L	L	L	L	L	L	L	27	23	36	42	128	192.00	0	-00
Stop N Shop	L	L	L	L	L	L	L	L	L	43	34	21	29	127	317.50	0	-00
DePasquero	L	L	L	L	L	L	L	L	L	32	19	35	30	116	174.00	0	-00
Coastal - W. Oceanbroses Rd	L	L	L	L	L	L	L	L	L	35	23	22	27	105	159.00	0	-00
45th Street Bingo	L	L	L	L	L	L	L	L	L	19	28	31	26	104	520.00	0	-00
Coastal - State Rd 88	L	L	L	L	L	L	L	L	L	23	28	36	16	103	154.50	0	-00
Club Madonna	L	L	L	L	L	L	L	L	L	23	25	20	33	301	151.50	0	-00
Shankie Pete's	L	L	L	L	L	L	L	L	L	19	28	31	26	104	520.00	0	-00
Coastal - E. Atlantic Blvd	L	L	L	L	L	L	L	L	L	23	25	20	33	301	151.50	0	-00
Chevron - Coconut Creek	L	L	L	L	L	L	L	L	L	23	30	25	21	98	148.50	0	-00

ACTIVE LOCATIONS ONLY
(**Best to Worst**)

Harbort Financial Services, Incorporated
Weekly Transaction Count

Date: Oct 11, 1997
Page: 3

Location Name	Own	Pin	Price	Fee	Type	Installed Terminal	10/09/97	10/16/97	10/23/97	10/30/97	#Bchgs	\$Bchgs	\$Total	Four Weeks Ending 10/30/97
Cherry Food & Spirits	I	L	INT	1.50	POS	12/16/94 P2900119	16	24	31	24	95	146.25	0	155.25
Food Plus 113 - N Main	I	L	INT	1.50	POS	03/29/95 P2900311	30	22	24	18	94	141.00	0	141.00
Coastal Market - West Holly	I	L	INT	2.50	POS	12/11/96 P2900408	22	27	18	23	90	135.00	0	135.00
R.O. Roosters	I	L	INT	1.50	POS	09/13/96 P2900199	22	19	30	18	89	132.50	0	132.50
Rudies Sports Cafe	I	L	INT	1.50	POS	01/13/95 P2900065	18	28	26	17	89	133.50	0	133.50
Second Avenue Market Deli	I	L	INT	1.50	POS	04/17/96 P2900188	21	20	19	25	88	127.50	0	127.50
Coastal - W. 78th St	I	L	INT	1.50	POS	01/31/95 P2900233	28	27	12	17	84	126.00	0	126.00
Tiffany's Cabaret	I	L	INT	2.00	POS	12/26/94 P2900143	28	14	30	0	80	160.00	0	160.00
Lafer Jewelry	I	L	INT	1.50	POS	02/07/96 P2900385	20	20	18	18	76	114.00	0	114.00
Tom Thumb #122	I	L	INT	1.50	POS	01/10/95 P2900181	18	10	23	25	76	114.00	0	114.00
Greenbrier Restaurant	I	L	INT	2.00	POS	12/12/94 P2900041	8	23	19	20	70	140.00	0	140.00
Big Daddy's #10 - Quarters	I	L	INT	1.50	POS	12/30/94 P2900044	31	15	28	5	69	120.75	0	120.75
Anoro - Banks Mini Mart #2	I	L	INT	1.50	POS	01/13/95 P2900218	21	21	11	15	68	102.00	0	102.00
Kwik Shop #341	I	L	INT	1.50	POS	01/13/95 P2900204	13	22	12	20	67	100.50	0	100.50
Quarterdeck Seafood Bar & N	I	L	INT	1.50	POS	06/12/96 P2900325	14	26	24	1	66	99.00	0	99.00
The Circus	I	L	INT	1.50	POS	01/12/95 P2900288	19	17	18	12	66	99.00	0	99.00
Harolds Bar	I	L	INT	2.50	POS	01/16/95 P2900158	28	20	6	10	64	160.00	0	160.00
Coastal - Pembroke Rd	I	L	INT	1.50	POS	01/11/95 P2900235	12	22	15	15	64	96.00	0	96.00
Acas Mart - (Thailand Trail)	I	L	INT	1.50	POS	01/21/95 P2900345	21	22	9	10	62	93.00	0	93.00
Kwik Shop - #300	I	L	INT	1.50	POS	02/13/96 P2900383	12	20	14	15	61	91.50	0	91.50
Tom Thumb #216	I	L	INT	1.50	POS	01/03/95 P2900178	10	19	14	16	61	91.50	0	91.50
Tom Thumb #200 Store	I	L	INT	1.50	POS	10/26/95 P2900186	23	16	13	9	61	91.50	0	91.50
WestBreaker Dance Club	I	L	INT	1.50	POS	05/21/97 P2900324	22	13	13	19	60	90.00	0	90.00
First Broadway Auto Tag	I	L	INT	1.50	POS	09/21/97 P2900495	13	10	11	24	58	87.00	0	87.00
Cafe Europe	I	L	INT	2.00	POS	08/08/97 P2900440	4	21	16	16	57	114.00	0	114.00
Rozell's	I	L	INT	1.50	POS	06/24/97 P2900432	9	14	23	11	57	85.50	0	85.50
Rose's Bar	I	L	INT	1.50	POS	12/22/94 P2900122	16	13	19	9	57	85.50	0	85.50
Shell - Highland	I	L	INT	1.50	POS	12/19/94 P2900037	13	17	15	12	57	85.50	0	85.50
Fast Stop N Co	I	L	INT	1.50	POS	08/25/97 P2900441	8	15	18	12	53	79.50	0	79.50
Tom Thumb #228	I	L	INT	1.50	POS	01/03/95 P2900183	12	13	15	13	53	79.50	0	79.50
Cafe Blue Fish	I	L	ACB	1.75	POS	12/17/94 P2900463	19	16	7	8	42	73.50	0	73.50
Casey's Nickelodeon	I	L	INT	1.75	POS	12/22/94 P2900064	9	9	20	21	49	98.00	0	98.00
Tom Thumb #206	I	L	INT	1.50	POS	01/03/95 P2900174	10	16	15	7	49	73.50	0	73.50
Mild Thugs Rave	I	L	INT	1.75	POS	05/22/97 P2900427	15	7	11	15	48	72.00	0	72.00
Madys Food Town	I	L	INT	1.50	POS	12/17/94 P2900030	14	7	13	13	47	70.50	0	70.50
Coastal - Powerline Rd (W 81)	I	L	INT	1.50	POS	02/02/95 P2900228	11	13	8	13	45	67.50	0	67.50
Tom Thumb #101	I	L	INT	1.50	POS	01/10/95 P2900172	15	8	7	15	43	64.50	0	64.50
Cafe Igwana	I	L	INT	2.50	POS	01/12/95 P2900197	16	7	10	11	44	110.00	0	110.00
Acas Gas And Food	I	L	INT	1.50	POS	02/09/95 P2900276	13	15	9	7	44	66.00	0	66.00
Lord Pembroke Pub	I	L	INT	1.50	POS	11/16/95 P2900325	9	15	14	5	43	64.50	0	64.50

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Date: Oct 31, 1997

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Paramount Financial Services, Incorporated

Weekly Transaction Count

ACTIVE LOCATIONS ONLY
(*East to West*)

Location Name	On	Fnd	Proc	Fes	Type	Instal	Terminal	Week Ending Transaction Count				Four Weeks Ending 10/30/97				Total
								10/09/97	10/16/97	10/23/97	10/30/97	#Subj	#Instl	#Instl	#Instl	
Stop N Save No. 2	I	L	INT	1.50	POS	04/05/95	P2900220	9	24	9	11	43	64.50	0	.00	64.50
Adventures	I	L	INT	1.75	POS	07/26/96	P2900393	11	11	13	6	41	71.75	0	.00	71.75
Cherry - Blue Water	I	L	INT	1.50	POS	02/22/97	P2900412	7	14	15	3	41	61.50	0	.00	61.50
Lodie Hawk's Wings - N. Rile	I	L	INT	1.50	POS	12/27/94	P2900462	9	14	12	6	41	61.50	0	.00	61.50
Jesters Bar & Grill	I	L	INT	1.75	POS	01/03/95	P2900126	15	8	10	8	41	71.75	0	.00	71.75
Wilk Stop Food Stores #204	I	L	INT	1.50	POS	07/28/97	P2900436	9	4	10	18	41	61.50	0	.00	61.50
Denny's West	I	L	INT	1.50	POS	12/19/94	P2900057	14	5	9	11	39	58.50	0	.00	58.50
Stop And Shop	I	L	INT	1.50	POS	12/22/94	P2900068	8	15	9	7	39	58.50	0	.00	58.50
Slivard Food Mart	I	L	INT	2.25	POS	09/01/97	P2900443	6	9	11	12	38	55.50	0	.00	55.50
Amoco - Miami Lakes	I	L	INT	1.50	POS	01/12/96	P2900378	10	9	12	6	37	55.50	0	.00	55.50
B-Kwik Food Stores	I	L	INT	1.30	POS	01/05/95	P2900066	7	4	17	3	37	55.50	0	.00	55.50
Tom Thumb #210	I	L	INT	1.50	POS	01/03/95	P2900175	7	2	10	12	37	55.50	0	.00	55.50
Express Market	I	L	INT	1.50	POS	01/03/95	P2900061	8	7	13	6	36	54.00	0	.00	54.00
Freddie's Anchor Inn/Sports	I	L	INT	1.50	POS	01/06/95	P2900116	11	10	11	4	36	54.00	0	.00	54.00
Midtown Mobil	I	L	INT	1.50	POS	12/29/94	P2900092	7	9	10	10	36	54.00	0	.00	54.00
New World Gas Inc	I	L	INT	1.50	POS	02/10/97	P2900477	8	9	9	10	36	54.00	0	.00	54.00
Davis Pub	I	L	INT	1.50	POS	10/10/96	P2900026	10	11	9	6	36	54.00	0	.00	54.00
Stop N Save Grocer	I	L	INT	1.50	POS	01/10/95	P2900187	8	6	14	7	35	52.50	0	.00	52.50
Shell - Atlantic	I	L	INT	1.50	POS	12/28/94	P2900128	8	5	15	6	34	51.00	0	.00	51.00
Tom Thumb #301	I	L	INT	1.50	POS	01/10/95	P2900184	6	4	14	10	34	51.00	0	.00	51.00
Champion Sports Pub	I	L	INT	1.50	POS	12/29/94	P2900082	12	4	8	9	33	49.50	0	.00	49.50
Guinness	I	L	INT	2.00	POS	01/16/95	P2900181	13	5	9	6	33	49.50	0	.00	49.50
Kim's Alley Bar	I	L	INT	1.50	POS	01/12/95	P2900195	13	14	11	5	33	49.50	0	.00	49.50
Cafe Chastance	I	L	INT	2.00	POS	12/19/94	P2900104	6	11	9	6	32	48.00	0	.00	48.00
Country Corner	I	L	INT	1.50	POS	11/08/95	P2900371	10	5	13	6	32	48.00	0	.00	48.00
Stop N Save #7	I	L	INT	1.50	POS	01/12/95	P2900244	6	12	8	6	32	48.00	0	.00	48.00
Amoco - Jumbo	I	L	INT	1.50	POS	01/11/95	P2900121	2	8	13	8	30	45.00	0	.00	45.00
Remco West	I	L	INT	1.50	POS	12/26/94	P2900006	10	7	1	4	30	45.00	0	.00	45.00
R.P. Supermarket	I	L	INT	1.50	POS	03/16/95	P2900240	12	13	1	4	30	45.00	0	.00	45.00
City Discount Beverage	I	L	INT	1.50	POS	03/12/95	P2900110	7	12	9	1	29	43.50	0	.00	43.50
Parkway Discount Beverage	I	L	INT	1.50	POS	09/10/97	P2900444	12	7	6	4	29	43.50	0	.00	43.50
Southport Raw Bar	I	L	INT	1.50	POS	01/11/95	P2900096	7	12	5	5	29	43.50	0	.00	43.50
Tom Thumb #217	I	L	INT	1.50	POS	01/03/95	P2900179	2	9	9	8	29	43.50	0	.00	43.50
Clamsters	I	L	INT	1.50	POS	10/26/95	P2900193	6	9	7	6	28	42.00	0	.00	42.00
Coastal - M. Sunrise Blvd.	I	L	INT	1.50	POS	01/27/95	P2900231	11	6	9	2	28	42.00	0	.00	42.00
Hog Heaven	I	L	INT	1.50	POS	12/16/94	P2900010	5	7	9	5	28	42.00	0	.00	42.00
Joe's Market	I	L	INT	1.50	POS	03/28/95	P2900305	10	13	1	4	28	42.00	0	.00	42.00
Metro Traffic School	I	L	INT	1.50	POS	05/12/97	P2900424	6	10	5	7	28	42.00	0	.00	42.00
Stop And Save #5	I	L	INT	1.50	POS	01/12/95	P2900245	8	13	2	6	28	42.00	0	.00	42.00
Sweeney's	I	L	INT	1.50	POS	02/09/95	P2900185	7	6	6	9	28	42.00	0	.00	42.00

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Paramount Financial Services, Incorporated
Weekly Transaction Count

ACTIVE LOCATIONS ONLY
(Subject to Waiver)

Location Name	Own Bus	Proc	Fee	Type	Installed Terminal	Week Ending Transaction Count					Four Weeks Ending 10/30/97			Total
						10/09/97	10/16/97	10/23/97	10/30/97	#Schg	#Schg	#Incl	#Incl	
A & M Discount Superstore	I	L	1.50	POS	11/08/95 E29000172	9	5	8	5	27	40.50	0	-00	48.30
A-1 Auto Place	I	L	1.50	POS	12/16/94 E29000008	5	8	6	7	26	39.00	0	-00	39.00
Jumbo's	I	L	2.00	POS	08/26/97 E29000412	12	5	5	4	26	32.00	0	-00	32.00
The Eagle	I	L	1.50	POS	05/27/97 E29000429	5	4	9	7	25	37.50	0	-00	27.50
Nietzel	I	L	2.00	POS	12/16/94 E29000008	7	4	8	5	24	48.00	0	-00	48.00
Tom Thumb #121	I	L	1.50	POS	01/10/95 E29000140	6	7	4	7	24	36.00	0	-00	36.00
Tom Thumb #211	I	L	1.50	POS	01/01/95 E29000176	10	3	6	4	23	34.50	0	-00	34.50
Big Foots Arcade	I	L	1.50	POS	07/25/97 E29000134	9	4	4	4	21	31.50	0	-00	31.50
Stop N Save No. 3	I	L	1.50	POS	01/17/95 E29000221	11	2	3	5	21	31.50	0	-00	31.50
Texaco - Sheridan	I	L	1.50	POS	04/07/95 E29000154	7	3	3	8	21	31.50	0	-00	31.50
C.M. Roberts	I	L	1.50	POS	03/29/95 E29000215	5	3	10	2	20	30.00	0	-00	30.00
Lakewood Food Market	I	L	1.75	POS	02/13/96 E29000382	7	5	5	3	20	35.00	0	-00	35.00
Circle K	I	L	1.50	POS	11/18/96 E29000406	3	4	7	5	19	28.50	0	-00	28.50
Pina Express Mart	I	L	1.50	POS	12/09/96 E29000407	5	2	6	13	18	27.00	0	-00	27.00
Dirty Mac's	I	L	1.50	POS	07/16/97 E29000433	4	1	5	4	16	24.00	0	-00	24.00
Kelly's Mollards - Atlantic	I	L	1.50	POS	12/26/94 E29000163	7	5	2	3	17	25.50	0	-00	25.50
Auto Diesel	I	L	1.75	POS	12/22/94 E29000140	6	3	3	3	17	25.50	0	-00	25.50
Subway/South Florida Store	I	L	1.50	POS	06/10/97 E29000430	2	6	6	1	17	25.50	0	-00	25.50
Tom Thumb #223	I	L	1.50	POS	01/03/95 E29000182	3	5	3	3	16	24.00	0	-00	24.00
Archie's Place	I	L	1.50	POS	12/17/94 E29000011	3	5	3	3	16	24.00	0	-00	24.00
Stop N Save Deli Grocer	I	L	1.50	POS	02/11/97 E29000415	3	8	4	1	15	22.50	0	-00	22.50
Dug Out	I	L	1.50	POS	01/03/95 E29000097	3	3	1	6	13	19.50	0	-00	19.50
Amco - Duplar	I	L	1.50	POS	12/31/94 E29000045	1	2	5	6	12	18.00	0	-00	18.00
Koby Dick	I	L	1.75	POS	02/06/97 E29000416	2	4	1	5	12	18.00	0	-00	18.00
Picture Lounge	I	L	1.50	POS	05/07/97 E29000426	0	3	3	4	10	15.00	0	-00	15.00
Diana Restaurant & Bakery	I	L	1.50	POS	10/01/97 E29000447	2	1	2	4	9	13.50	0	-00	13.50
Davis Junction	I	L	1.50	POS	07/23/97 E29000435	3	1	1	3	6	9.00	0	-00	9.00
Benny Stop	I	L	1.50	POS	10/28/96 E29000402	3	1	1	1	6	9.00	0	-00	9.00
A-1 Check Cashing	I	L	1.75	POS	10/01/97 E29000446	3	1	4	4	7	10.50	0	-00	10.50
Super Stop Food Store - Lak	I	L	1.50	POS	01/18/95 E29000307	0	1	2	2	3	4.50	0	-00	4.50
Bobby Rubino - Ftland	I	L	1.50	POS	12/18/94 E29000019	0	0	2	1	2	3.00	0	-00	3.00
River Rock Cafe	I	L	1.50	POS	01/10/95 E29000190	2	1	1	1	4	6.00	0	-00	6.00
R.J. Gators - Royal Palm Bc I	I	L	1.50	POS	03/08/95 E29000367	1	1	1	1	3	4.50	0	-00	4.50
Stop & Shop Food Store	I	L	1.50	POS	01/10/95 E29000185	1	1	1	1	3	4.50	0	-00	4.50

Week Ending Transaction Count					Four Weeks Ending			Total
10/09/97	10/16/97	10/23/97	10/30/97	#Schg	#Schg	#Incl	#Incl	
1779	1748	1790	1826	6778	11452.75	8	18.00	18.75
TOTAL					129			

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SCHEDULE 1.1 (ii)

PARAMOUNT FINANCIAL SERVICES LEASED MACHINES

Location	#	Make
Laguardia - Delta	1	Diebold 1064
Columbia University	2	Diebold 1064
Columbia Teachers College	1	Diebold 1064
Palm Beach Kennel Club	3	Diebold 1064
Orlando Jai Lai	2	Diebold 1064
Dania Jai Lai	2	Diebold 1064
JFK Airport	4	Diebold 1063
Laguardia - US Air	1	Diebold 1064
Bermuda Triangle	1	Diebold 1064
Sheraton Trader	1	Diebold 1064
Yonkers	1	Diebold 1064
Sheraton Clipper	1	Diebold 1064
Sheraton Biscayne	1	Diebold 1064
Hilton - Parsippany	1	Diebold 1064
Westin - Miami Beach	1	Diebold 1064
Ft. Lauderdale Airport	1	Diebold 1063
Marriott San Diego Mission	1	Diebold 1063
Intercontinental Hotel	1	Diebold 1064
Atlantic City Bus	1	Diebold 1063
Marriott - St. Louis	1	Diebold 1063
Riverside	1	Diebold 1064
Doubletree	1	Diebold 1063
Radisson - Miami	1	Diebold 1063
Dupont	1	Diebold 1064
Mit 7 th	1	Diebold 1063
Sheraton - Bal Harbor	1	Diebold 1064
Marriott - San Diego	1	Diebold 1063
Marriott - Boca Raton	1	Diebold 1063
Nova University	1	Diebold 1064
Marriott - SF	1	Diebold 1063
Marriott - Sawgrass	1	Diebold 1064
Marriott - Chattanooga	1	Diebold 1063
Marriott - W. Con	1	Diebold 1063
Crown Plaza - Seattle	1	Diebold 1063
Embassy Suites - Schaumburg	1	Diebold 1063
Roosevelt Hotel	1	Diebold 1063
Marriott - Minnetonka	1	Diebold 1063
Founders	1	Diebold 1063
Marriott - Pittsburg Airport	1	Diebold
Elbo Room ^a	1	Diebold 1064
Hilton - Hunt ^a	1	Diebold 1064
JFK - Tower Air ^a	1	Diebold 1064

a) Leased by Paramount prior to 6/30/97 "Cutoff Date" referenced in Letter of Intent and installed subsequent to 6/30/97, i.e., "Additional ATMs"

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SCHEDULE 1.1 (iii)

**SCHEDULE OF CONTRACTS OR AGREEMENTS
RELATING TO INSTALLATION, WARRANTY,
MAINTENANCE AND OCCUPANCY FOR THE ATM'S**

The attached four (4) pages schedule those contracts or agreements relating to the installation warranty and maintenance contracts for the ATM's and Script machines identified in 1.1(i) and 1.1(iii) hereof.

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SCHEDULE OF ATM SERVICE CONTRACTS

Armored Car Services of Florida, Inc.

5121 Bowden Road, Suite #305

Jacksonville, FL 32216

Contract beginning date: 07/01/97

Contract expiration date: 06/30/98 (Thereafter from year to year)

Cost per Replenishment: \$55.00

Cost First Line Service: \$65.00 (Paramount provides service- no contract)

Location of ATM's covered:

Cabaret International - Casselberry

Crown Empress - Clearwater

Doubletree Resort - Clearwater

Marriott Orlando - Orlando

Orlando Jai Alai #1 - Fern Park

Pure Platinum Club - Orlando

Sun Cruz - Cape Canaveral

Tampa Jai Alai - Tampa

Circus Circus - Casselberry

Daytona Cruises - Ponce's Inlet

Majestic Empress - Treasure Island

Ocala Jai Alai - Reddick

Orlando Jai Alai #2 - Fern Park

Ramada Inn - Clearwater

Sun Cruz Casino - Port Richey

The Doll House Club - Orlando

Mount Vernon Money Center Corp.

403 East Third Street

Mt. Vernon, NY 10550

Contract beginning date: 02/97

Contract expiration date: 02/99 (Thereafter from month to month)

Cost per Replenishment: \$48.00

Cost First Line Service: \$65.00

Location of ATM's covered:

Columbia Univ. Teachers College - New York

Columbia Univ. John Jay Hall - New York

Albany Tele Theater - Albany

Fairway - New York

Marriott Albany - Albany

Met 7th Ave - New York

Roosevelt Hotel - New York

Traveler/Delta Shuttle/ La Guardia - Flushing

TWA/JFK Term. 5 Departures - Jamaica

TWA/JFK Term. 6 Departures - Jamaica

Yonkers Raceway 2nd Floor - Yonkers

Columbia Univ. Int'l Studies - New York

Traveler/US Air/ La Guardia - Flushing

Erie County Medical Center - Buffalo

Huntington Hilton - Melville

Marriott Syracuse - East Syracuse

Parsippany Hilton - Parsippany

Sue's Rendezvous - Mt. Vernon

TWA/JFK Term. 5 Baggage Claim- Jamaica

TWA/JFK Term. 6 Baggage Claim- Jamaica

Yonkers Raceway 1st Floor - Yonkers

Security Armored Car Service, Inc.

1022 South Ninth Street

St. Louis, MO 63104

Contract beginning date: 10/31/96

Contract expiration date: 10/30/97 (Thereafter from year to year)

Cost per Replenishment: \$50.00

Cost First Line Service: No contract

Location of ATM's covered:

Marriott West St. Louis - St. Louis

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BANKTEK West, Inc.

5583 South Prince Street

Littleton, CO 80120

Contract beginning date: 11/08/96

Contract expiration date: 11/07/97 (Thereafter from year to year)

Cost per Replenishment: \$55.00

Cost First Line Service: No service contract

Location of ATM's covered:

Colorado Springs Marriott – Colorado Springs

Doubletree Laspada Resort – Scottsdale

Marriott San Diego – San Diego

Marriott San Francisco – San Francisco

Doubletree Hotel – Orange

Embassy Suites Schaumburg – Schaumburg

Marriott San Diego Mission Valley – San Diego

Radisson Manhattan Beach – Manhattan Beach

Loomis Fargo

1309 53rd Street

Mangonia Park, FL 33407

Contract beginning date: 09/02/97

Contract expiration date: 09/01/98 (Thereafter from year to year-60 days termination notice)

Cost per Replenishment: \$64.50 (Paramount provides service-no contract)

Cost First Line Service: \$65.00 (Paramount provides service-no contract)

Location of ATM's covered:

Bermuda Triangle – Ft. Lauderdale

Casino Miami – Miami

Crown Sterling Suites – Miami

Dania Jai Alai 2nd Floor – Dania

Dupont Plaza – Miami

Elbo Room – Ft. Lauderdale

Ft. Pierce Jai Lai – Fort Pierce

Holiday Inn Key Largo M.M.#100- Key Largo

In and Out Campus 1 – Tallahassee

Key Largo Tourist Center – Key Largo

Liberties Fine Books – Boca Raton

Mango's – Ft. Lauderdale

Marriott Casa Marina Resort – Key West

Marriott Reach Resort – Key West

Miami Arena Section 118 – Miami

Nexstore Kar Wash (Plaza Real) – Boca Raton

Palm Beach Kennel Club 1st Floor – West Palm Bch.

Palm Beach Kennel Club Paddock – West Palm Bch.

Riverside Hotel – Ft. Lauderdale

Sheraton Biscayne Bay – Miami

Sheraton Yankee Trader – Ft. Lauderdale

Solid Gold Ft. Lauderdale – Oakland Park

Sun Cruz Casino – Hollywood

Thee Dollhouse – North Miami

Bingo Magic – West Palm Beach

Crazy Horse Too – Pompano Beach

Dania Jai Alai 1st Floor – Dania

Deerfield Beach Resort – Deerfield Beach

Economy's Mobil Station – Fort Pierce

Ft. Lauderdale Hollywood Airport – Ft. Lauderdale

Hilton Ft. Lauderdale – Dania

Hotel Inter Continental – Miami

Jefferson County Kennel Club – Monticello

Kwik Stop #3135 Grand Ave – Coconut Grove

Lipstick – South Miami

Marriott Boca Raton – Boca Raton

Marriott North Ft. Lauderdale – Ft. Lauderdale

Miami Arena Section 104 – Miami

Mobil 51st Street – Boca Raton

Nova Southeastern University – Davie

Palm Beach Kennel Club 2nd Floor – West Palm Beach

Pure Platinum – Oakland Park

Sheraton Bel Harbour – Miami

Sheraton Yankee Clipper – Ft. Lauderdale

Shooter's – Ft. Lauderdale

Solid Gold N. Miami – N. Miami Beach

The Westin Resort Miami Beach – Miami Beach

Thunder On The Beach Inc. – Miami Beach

BRINK'S, Inc.

1212 Huff Road

Atlanta, GE 30318

Contract beginning date: 10/21/96

Contract expiration date: 10/20/97 (Thereafter from year to year)

Cost per Replenishment: \$50.00

Cost First Line Service: No service contract

Location of ATM's covered:

Crown Plaza Hotel Seattle – Seattle

Marriott Sawgrass – Ponte Vedra Beach

Marriott Chattanooga – Chattanooga

American Security Corporation

1717 University Avenue

St. Paul, MN 55104

Contract beginning date: 10/96

Contract expiration date: 10/97 (Thereafter from year to year)

Cost per Replenishment: \$50.00

Cost First Line Service: No contract

Location of ATM's covered:

Marriott Minnetonka SW – Minnetonka

Executive Armed Transports

153 Hamilton Mall

4403 W. Black Horse Pike

Mays Landing, NJ 08330

Contract beginning date: 10/18/96

Contract expiration date: 10/17/97 (Thereafter from month to month)

Cost per Replenishment: \$48.00

Cost First Line Service: No contract

Location of ATM's covered:

Atlantic City Bus Terminal – Atlantic City

Déjà Vu Night Club – Atlantic City

Marriott Pittsburgh Airport – Coraopolis

Atlantic City Rail Terminal – Atlantic City

Founders Inn & Conf. Ctr. – Virginia Beach

Marriott West Conshohacken – Conshohacken

Paramount Financial

1411 SW 31st Ave

Pompano Beach, FL 33069

Cost per Replenishment: \$48.00 (Paramount provides service-no contract)

Cost First Line Service: \$65.00 (Paramount provides service-no contract)

Location of ATM's covered:

Cheetah III – Pompano Beach

Grand Prix Race O' Rama – Dania

Metro Bingo Lafayette – Baton Rouge

Grand Prix – Dania

Howard Johnson Lejeune – Miami

West Boca Medical Center – Boca Raton

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SCHEDULE 1.1 (vi)

**SCHEDULE OF ALL OTHER EQUIPMENT "FURNITURE, FIXTURES,
LEASEHOLD EQUIPMENT AND OTHER FIXED ASSETS"**

Schedule of all other equipment furniture, fixtures, leasehold improvements and fixed assets.

Serial Number	Manufacture	Model	Type
CASH ATMs			
47834117546	Diebold	1064	Cash
IM 00633	Tidel	Any Card	Cash
IM 00639	Tidel	Any Card	Cash
SCRIP ATMs			
85282	Triton	9400	Scrip
85370	Triton	9400	Scrip
85458	Triton	9400	Scrip

Show booth and related items.

Signage and related items for all ATMs and Scrip Machines

ATM parts inventory per attached schedule.

Leased computer equipment consisting of four (4) Dell P.C. Computers and one (1) Dell Laptop unit.

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SCHEDULE 1.1 (vi)PARAMOUNT FINANCIAL SERVICES INVENTORY & EQUIPMENT

Show booth and related items.

Signage and related items for all ATMs and Scrip Machines

ATM parts inventory per attached schedule

Leased computer equipment

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ATM PARTS INVENTORY - 10/15/97				
PART NUMBER	DESCRIPTION	PRICE	QUANTITY	TOTAL
TOP BULKHEAD				
9500-5002	POWER SUPPLY W/MOUNTING PLATE ASSY	\$325.00	2	\$650.00
ELECTRONICS MODULE				
9500-2001	MAIN BOARD WITH MODEM REVISION 'C'	\$585.00	6	\$3,510.00
9500-2005	MAIN BOARD WITH MODEM REVISION 'D'	\$305.00		
9500-2011	MAIN BOARD WITH MODEM REVISION 'E'	\$585.00		
9500-2002	PRINTER CONTROLLER PCB	\$185.00	4	\$740.00
5000-0001	MODEM MODULE	\$85.00		
9500-2003	SECURITY MODULE	\$125.00	1	\$125.00
9500-2010	INVERTOR MODULE	\$38.00		
9500-2009	EJ MODULE	\$125.00	3	\$375.00
9500-8105	EJ JOURNAL UPGRDE KIT	\$199.00		
9500-2012	EJ MODULE/RED	\$299.00		
RECEIPT PRINTER				
5000-0002	RECEIPT PRINTER MECHANISM	\$195.00	6	\$1,170.00
5000-0003	PAPER CUTTER	\$95.00	7	\$665.00
9500-3005	RECEIPT ROLL AXLE	\$12.00	1	\$12.00
9500-0025	PAPER FEED SWITCH	\$15.00	4	\$60.00
FRONT PANEL				
5000-0004	CARD READER ASSY.	\$86.00	5	\$430.00
5000-0005	LCD WITH BACKLIGHT	\$235.00		
9500-8104	FIELD REPLACE BACKLIGHT KIT	\$41.00	4	\$164.00
9500-1004	DISPLAY WINDOW	\$25.00	7	\$175.00
9500-5005	MOLDED FRONT WITH DISPLAY WINDOW,KEYPANEL,	\$150.00	7	\$1,050.00
JOURNAL PRINTER				
9500-5006	JOURNAL PRINTER ASSY.	\$325.00		
9500-0020	JOURNAL TAKE UP SPOOL	\$25.00	1	\$25.00
DISPENSER				
5000-2009	DISPENSER MACHANISM	\$1,775.00	2	\$3,550.00
MISCELLANEOUS				
5000-0016	POWER SUPPLY	\$195.00	2	\$390.00
5000-0017	SURGE PROTECTOR	\$57.00	10	\$570.00
5000-0018	PROGRAM LOAD CABLE	\$50.00	2	\$100.00
5000-0007	LOAD CABLE ADAPTER	\$5.00	2	\$10.00
5000-0022	6.3 AMP MAIN FUSE	\$3.00	25	\$75.00
5000-0027	LOCK BOX CASSETTE	\$495.00	11	\$5,445.00
5000-0030	LOADING TRAY FOR LOCK BOX CASSETTE	\$125.00	7	\$875.00
CABLES				
9500-0001	JOURNAL PRINTER CABLE	\$150.00	7	\$1,050.00
9500-0002	MAIN PCB TO RECEIPT PRINTER	\$100.00		
9500-0005	MAIN PCB TO PRINTER CONTROLLER	\$85.00		
9500-0007	CASH DISPENSER DATA CABLE	\$75.00		
9500-0010	DISPLAY CABLE	\$50.00	1	\$50.00
9500-0047	PRINTER CONTROLLER OUTPUT CABLE	\$130.00		
9500-0045	DC POWER TO PRINTER CONTROLLER	\$85.00		
9500-0043	ELECTRONIC JOURNAL TO DISPENSER	\$90.00	1	\$90.00
9500-0011	KEY PANEL CABLE	\$45.00		

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8500-0030	CCFL POWER CABLE	\$35.00		
8500-0014	POWER CABLE HARNESS	\$100.00		
9500-0016	SPEAKER ASSY. CABLE	\$25.00		
9500-0017	CARD READER CABLE	\$45.00		
9500-0021	CONTROL PANEL TO PRINTED CIRCUIT BOARD	\$125.00		
9500-0023	JOURNAL PRINTER CHASSIS CONNECTOR	\$50.00		
9500-0025	PAPER FEED SWITCH CABLE	\$15.00		
9500-0027	REV A CABLE	\$50.00	1	\$50.00
9500-0013	REV B CABLE	\$50.00	1	\$50.00
5000-0025	AC POWER CABLE	\$10.00		
PAPER & RIBBON				
85015	3" PAPER	\$0.54	52	\$28.08
85040	3" PAPER	\$0.50	164	\$82.00
85702	3 7/16" PAPER	\$0.93	48	\$44.64
85216	3" P.O.S. PAPER	\$0.80	9	\$7.20
77122	2 3/4" TIMING PAPER	\$3.90	61	\$237.90
50200	3" PAPER	\$1.92	36	\$67.20
Q1695	3" X 6" PAPER	\$0.92	12	\$11.04
DATM	3 1/4" PAPER	\$0.93	120	\$111.60
ERC-28	RED/BLACK RIBBON	\$1.33	36	\$47.88
ERC-11	PURPLE RIBBON	\$1.33	13	\$17.29
TOTAL				22,110.83

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SCHEDULE 1.1 (x)
SCHEDULE OF THE ADDITIONAL ATM'S

The attached three (3) pages constitute Schedule 1.1(x). The first two (2) pages identify those automatic teller machines which were installed subsequent to June 30, 1997 but prior to October 31, 1997.

The third page of this Schedule identifies "Customer Owned" ATMs for which Paramount Financial Services provides certain management services.

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Sheet12

Type of ATM Installed	Diebold	Triton	Diebold	Diebold	Triton
Average Cash Inventory					
Contract Termination Date					
Location					
# of ATMs	1	2	1	1	1
Average # of Monthly Transactions	627	374	483		
Revenue:					
Access Fees	25	2	25		
Interchange Inc-Domestic	0.61	0.51	0.51		
Interchange-Other	13	18	10		
Advertising	-	-	-		
Other Inc-International	-	-	-		
Total Revenue	1,900	1,693	1,494		
Cost of Operation					
Cash Replenishment	65	68	43		
1st Line Service	65	65	65		
2nd Line Service	-	-	-		
Parts & Supplies	10	10	10		
Phone Line	35	35	35		
Communication Costs	31	37	25		
Transaction Process Fees	31	37	25		
Site Commissions	85	40	61		
Agent Commissions	1	2	3		
Terminal Driving Fee	15	30	15		
Bank Sponsor Fees	8	10	8		
Total Cost of Operations	313	291	294		
Net From Operations	1,588	1,402	1,200		
Lease Expense					
Depreciation Expense	178	179	180		
Cost of Cash Inventory	-	-	-		
Net Income	1,410	1,423	1,050		
Net Income Annualized	18,328	18,600	13,664		

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PFS, Inc. Continued Evaluation

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CORE SOLUTIONS, INC

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Type of ATM Installed	May 2002	Nov 1997	May 2004	April 1998	May 2002	May 2002	TOTAL
Average Cash Inventory		7					
Contract Termination Date							
Contract Termination Date							
Location							
# of ATMs	60	127	1,210	457	217	280	2,431
Average # of Monthly Transactions							
Revenue		0.70	0.76	0.78	0.78	0.78	0.78
Access Fee		0.43	0.43	0.43	0.43	0.43	0.43
Interchange Fee-Domestic		3	28	10	6	6	61
Interchange Fee-Other							
Advertising							
Other Int'l-International	6	20	180	8	9	72	11
Total Revenue	61	187	1,614	864	270	420	3,177
Cost of Operation							
Cash Replenishment							
1st Line Service							
2nd Line Service							
Parts & Supplies							
Phone Line							
Communication Costs	3	8	81	23	11	14	4
Transaction Process Fees	3	8	81	23	11	14	4
Terminal Printing Fees	15	15	15	15	15	15	15
Bank Sponsor Fees	1	2	18	6	3	4	1
Site Commission							
Agent Commission							
Total Cost of Operations	22	28	182	47	40	48	23
Net From Operations	39	137	1,432	467	230	372	60
Lease Expense							
Depreciation Expense							
Cost of Cash Inventory							
Net Income	39	137	1,432	467	230	372	60
Net Income Annualized	480	1,647	17,543	5,617	2,785	4,408	33,564
August	83	184	1,291	400	307	365	57
September	47	159	949	374	184	170	86
October	62	0	1,113	412	111	238	71
Total	192	343	3,353	1,186	608	803	194
Average # into post closing	54	118	1,118	422	201	268	65
International Surcharge							
3 Mo. Average Trans @ 10/31/97	58	127	1,210	457	217	280	70
3 Mo. Average Trans @ 6/30/97	57	152	1,516	433	217	108	54
Differences	(2)	(25)	(308)	24	0	162	(136)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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PFS, Inc

STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

CERTIFICATE OF GOOD STANDING
LIMITED LIABILITY COMPANY

I, REBECCA MCDOWELL COOK, SECRETARY OF STATE OF THE STATE OF MISSOURI, DO HEREBY CERTIFY THAT THE RECORDS IN MY OFFICE AND IN MY CARE AND CUSTODY REVEAL THAT
HEARTLAND CASH NETWORK, L.L.C.

WAS FILED IN THIS OFFICE ON THE 8TH DAY OF DECEMBER, 1997, BECAME EFFECTIVE ON THE 8TH DAY OF DECEMBER, 1997, AND IS IN GOOD STANDING, HAVING FULLY COMPLIED WITH ALL REQUIREMENTS OF THIS OFFICE.

IN TESTIMONY WHEREOF, I HAVE SET MY HAND AND IMPRINTED THE GREAT SEAL OF THE STATE OF MISSOURI, ON THIS, THE 6TH DAY OF FEBRUARY, 1998.

Rebecca McDowell Cook
Secretary of State



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