



THE UNITED STATES
CORPORATION
COMPANY

M98000000434

ACCOUNT NO. : 072100000032

REFERENCE : 790438 5015524

AUTHORIZATION :

COST LIMIT : \$ PPD

FILED STATE
SECRETARY OF CORPORATIONS
98 APR 22 AM 2:35
DIVISION OF CORPORATIONS

ORDER DATE : April 21, 1998

ORDER TIME : 10:03 AM

ORDER NO. : 790438-040

CUSTOMER NO: 5015524

9000002496179--0

-04/22/98-01029-018

****337.50 ****337.50

CUSTOMER: Ms. Mark Maisonneuve
The Donovan Offices
515 S. Figueroa St
Suite 1000
Los Angeles, CA 90071-3327

FOREIGN FILINGS

NAME: PAYCOMM LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

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98 APR 22 AM 10:38
DIVISION OF CORPORATION

1312
4/30/98



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

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DIVISION OF CORPORATIONS
98 APR 22 AM 2:35

April 29, 1998

JANNA WILSON
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: PAYCOMM LLC
Ref. Number: W98000009012

We have received your document for PAYCOMM LLC and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

As discussed, the adopted fictitious name must contain a suffix. Please use LLC, LC, LIMITED LIABILITY COMPANY, or LIMITED COMPANY.

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: 198A00023272

RECEIVED
98 APR 30 AM 11:22

RESUBMIT
Please give original
submission date as file date.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 22, 1998

JANNA WILSON
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: PAYCOMM LLC
Ref. Number: W98000009012

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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We have received your document for PAYCOMM LLC and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is not available. Therefore, the limited liability company must adopt an alternate name for use in the state of Florida. To adopt an alternate name the entity must submit a resolution signed by a managing member or manager adopting the alternate name for use in the state of Florida. The alternate name must end with "L.L.C.," "L.C.," "Limited Liability Company" or "Limited Company."

Please return your document, along with a copy of this letter, within 60 days 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: 098A00021764

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98 APR 28 AM 10:44
DIVISION OF CORPORATIONS

RESUBMIT
Please give original
submission date as file date.

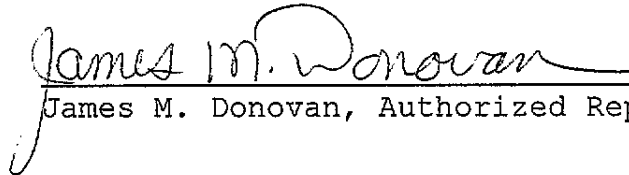
SECRETARY'S CERTIFICATE

James M. Donovan, Secretary of Paycomm LLC, a limited liability company duly organized under the laws of the State of Nevada, does hereby certify that the following is a true and correct copy of a resolution of the Board of Directors of said limited liability company, adopted at a special meeting held on the 23rd day of April, 1998.

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SECRETARY OF STATE
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"RESOLVED, that, inasmuch as this limited liability company desires to transact business in the State of Florida, and inasmuch as the managers have been advised that the name of this limited liability company is not available for use in the State of Florida, this limited liability company adopts the alternative name "EPSG CommPay Services^{LLC} for use in transacting business in the State of Florida pursuant to Sections 608.406 and 608.506, Florida Limited Liability Company Act; and

"FURTHER RESOLVED, that the authorized representatives of this limited liability company be and hereby are authorized and directed to cause any and all required documents to be prepared, executed, and filed so that this limited liability company may obtain a Certificate of Authority pursuant to the Florida Limited Liability Company Act, and to cause this limited liability company to use the said alternate name in the transaction of business in the State of Florida."


James M. Donovan, Authorized Representative

d0424pay/3031(1)

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. Paycomm LLC as EPSC COMMPAY SERVICES LLC
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "so contained in the name at present.)

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

3. Applied for
(FEI number, if applicable)

4. April 10, 1998
(Date of Organization)

5. 2028
(Duration: Year limited liability company will cease exist or "perpetual")

6. Upon qualification
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 2835 North Naomi Street, Burbank, CA 91504

(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:
Robert W. Draney 2835 N. Naomi Street Burbank, CA 91504	Manager		
Jack L. Peterson 2835 N. Naomi Street Burbank, CA 91504	Manager		
James M. Donovan 515 S. Figueroa St., Ste. 1000 Los Angeles, CA 90071	Manager		

9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state 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.)

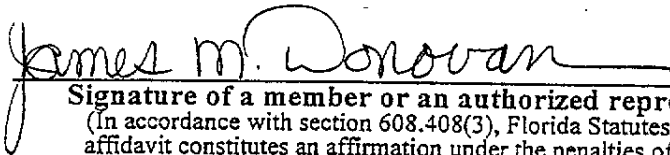
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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of Paycomm LLC
_____ certifies:

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



Signature of a member or an 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.)

SCIE LLC, a Nevada Limited Liability Company

By: James M. Donovan, Manager and Secretary

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

**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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DIVISION OF CORPORATIONS
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1. The name of the Limited Liability Company is:

Paycomm LLC

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.

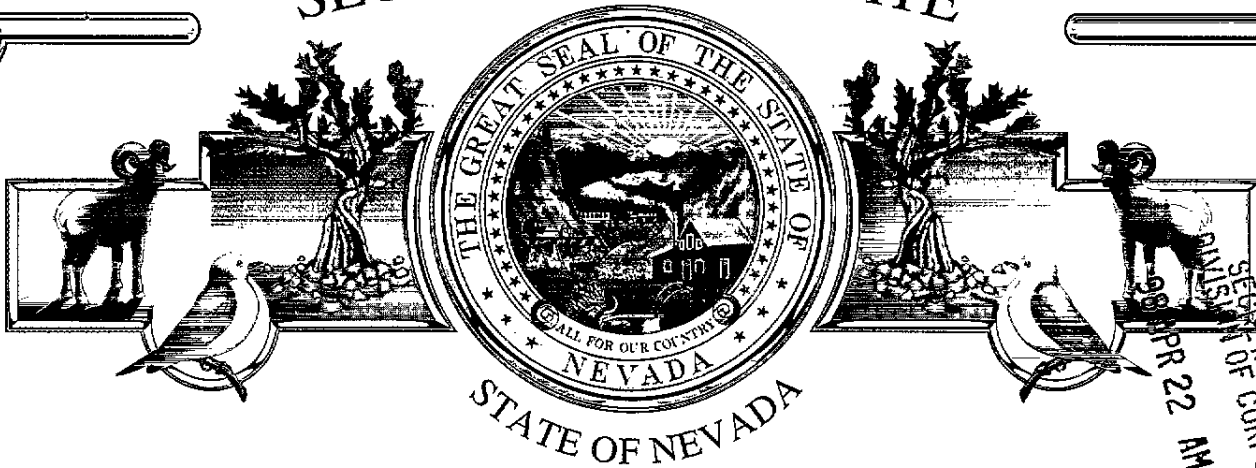
J.E. Costelloe

(Signature)

J.E. Costelloe, Asst. Sec.

Filing Fee: \$ 35 for Designation of Registered Agent

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, and limited-liability partnerships pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **PAYCOMM LLC**, as a limited-liability company duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since April 10, 1998, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand
and affixed the Great Seal of State, at my office, in
Carson City, Nevada, on April 17, 1998.



Dean Heller

Secretary of State

By

Woni Smith

Certification Clerk

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