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CT Corporation System
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Tallahassee, FL 32301
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Attn: Jeff Netherton

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CORPORATION(S) NAME

Integrion Financial Network, L.L.C.

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DIVISION OF CORPORATIONS
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<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input checked="" type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name M99-188 02/10/99
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Acknowledgement
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DIVISION OF CORPORATIONS

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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. Integrion Financial Network, L.L.C.
(Name of foreign limited liability company must end with the words "limited liability company" or "limited company" or their abbreviations "L.L.C." or "L.C." if not so contained in the name at present.)
2. Delaware 3. 58-2269991
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. 3/20/96 5. perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. September 1, 1997
(Date first transacted business in Florida. (See sections 608.501, 608.502 and 817.155, F.S.))
7. 13100 Worldgate Drive, Suite 400, Herndon, Virginia 20170

(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>See attached.</u>			

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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.)

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

The undersigned member or authorized representative of a member of Integration
Financial Network, L.L.C. 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 \$80,000,000;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ -0-;
(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 \$80,000,000.
(This total includes amounts from 2 and 3 above.)

BA INTERACTIVE SERVICES HOLDING COMPANY, INC., a Member

By: 

James D. Dixon

Group Executive, Technology and Operations, BankAmerica Corporation

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.)

James D. Dixon

Typed or printed name of signee

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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.

1. The name of the Limited Liability Company is:

Integrion Financial Network, L.L.C.

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

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(Name)

1200 South Pine Island Road

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

Plantation FL 33324

(City/State/Zip)

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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.

C T CORPORATION SYSTEM

Mary R. Adams

(Signature)

MARY R. ADAMS

ASSISTANT SECRETARY

Filing Fee: \$ 35 for Designation of Registered Agent

**ATTACHMENT TO
APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY
FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
FOR
INTEGRION FINANCIAL NETWORK, L.L.C.**

8. The names and addresses of each managing member who will manage the foreign limited liability company in Florida are as follows:

<u>Name</u>	<u>Address</u>
Michael Oberholtzer	ABN/AMRO North America, Inc. 200 West Monroe Street 200-2125 Chicago, Illinois 60606
James D. Dixon	BA Interactive Services Holding Company, Inc. c/o Bank of America 600 Peachtree Street, N.E. GA1-006-55-03 Atlanta, Georgia 30308
Kenneth T. Stevens	Bank One Interactive Delivery Corporation Bank One Corporation 1111 Polaris Parkway Columbus, Ohio 43240
Edward D. Horowitz	Citibank Strategic Technologies, Inc. c/o Citibank One Citicorp Center New York, New York 10043
John Beran	Comerica Networking, Inc. c/o Comerica Incorporated 500 Woodward Avenue MC 3366 Detroit, Michigan 48226
Phil Heasley	FBS Online Services, Inc. US Bankcorp 601 2 nd Avenue South, 30 th Floor Minneapolis, Minnesota 55402
Jack M. Antonini	First Union Corporation 301 South College Street, 40 th Floor Charlotte, North Carolina 28288-0014

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<u>Name</u>	<u>Address</u>
Robert B. Hedges, Jr.	Fleet Financial Group, Inc. Three Copley Place Post Office Box 2197 Mail Stop MAMLC02A Boston, Massachusetts 02106-2197
Paul M. Loftus	IBM Gemini Management Corp. 1133 Westchester Avenue White Plains, New York 10604
Patrick Swanick	KeyCorp Electronic Services, Inc. KeyBank National Association c/o Key Services Corp. 127 Public Square, 21 st Floor Cleveland, Ohio 44114
Bob Hutchison	MNB Interactive Services, Inc. c/o Michigan National Bank 27777 Inkster Road (10-00) Farmington Hills, Michigan 48334
Paul A. Frank	Mellon Bank One Mellon Bank Center Pittsburgh, Pennsylvania 15258-0001
Kathy DeWitt	Norwest Services, Inc. c/o Norwest Corporation 255 Second Avenue South Minneapolis, Minnesota 55479-2005
Tom Kunz	PNC Bank National Association 1 PNC Plaza, 20 th Floor 249 Fifth Avenue MS: P1-POPP-08-1 Pittsburgh, Pennsylvania 15222
Maurice St. Jean	Royal Bank of Canada 330 Front Street West Toronto, Ontario, Canada M5V 3B7
Lianne Wilson	W/M Interactive, Inc. c/o Washington Mutual, Inc. 1201 Third Avenue, 15 th Floor Seattle, Washington 98101

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Name

Address

William E. Stewart

VISA USA
Merchant Processing Holdings, Inc.
900 Metro Center Boulevard
Foster City, CA 94404

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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "INTEGRION FINANCIAL NETWORK, L.L.C." 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 EIGHTEENTH DAY OF DECEMBER, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.




Edward J. Freel, Secretary of State

AUTHENTICATION:

9473722

DATE:

12-18-98

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