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June 6, 2002

Department of State
Amendment Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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*****43.75 *****43.75

RE: CMB CREDIT PROCESSING, INC.
ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION

This letter will indicate our intent to file the Articles of Amendment to Articles of Incorporation on behalf of CMB CREDIT PROCESSING, INC. In this regard, please find enclosed the following:

1. The original and one copy of the Articles of Amendment to Articles of Incorporation of CMB CREDIT PROCESSING, INC.
2. A check made payable to the Department of State in the amount of \$43.75 according to the applicable fee schedule.
 - a. \$35.00 for filing fee
 - b. \$8.75 for certified copy fee

The address where filing acknowledgment, certified copies and related documents should be sent is:

Martin A. Bubley
Bubley & Bubley, P.A.
3820 Northdale Blvd.
Suite 312 B
Tampa, Florida 33624

Thank you in advance for your anticipated cooperation.

Very truly yours,

BUBLEY & BUBLEY, P.A.

MARTIN A. BUBLEY

MAB/ck
Enclosures

FILED
02 JUN 10 PM 3:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend + N/C

T BROWN JUN 12 2002

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
CMB CREDIT PROCESSING, INC.

FILED
02 JUN 10 PM 3: 04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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(Document Number of Corporation)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: The following Amendment was adopted such that *Articles I and V of the Articles of Incorporation as filed on May 9, 2001* shall be amended to read as follows:

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be **SCORECAST MERCHANT SERVICES, INC.**

ARTICLE V - CAPITAL STOCK

The aggregate number of shares of capital stock authorized to be issued by this corporation shall be **Two Hundred Thousand (200,000) shares of Common Stock with a par value of One Cent (\$0.01) per share.** Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, or in other property (tangible or intangible), at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

SECOND: The date of adoption of this amendment was: MAY 6, 2002.

THIRD: All other paragraphs and articles of the *Articles of Incorporation as filed on May 9, 2001* shall remain unchanged.

FOURTH: Adoption of Amendment: The amendment was adopted by the Board of Directors without shareholder action and shareholder action was not required.

Signed this 6th day of MAY 2002.

A handwritten signature in black ink, appearing to read 'R. Halloy', is written over a horizontal line.

RICHARD A. HALLOY

CHAIRMAN OF THE BOARD OF DIRECTORS

Title