

P0300000 1999

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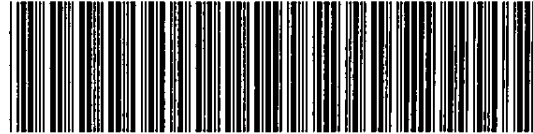
(Business Entity Name)

(Document Number)

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2012 MAR 20 AM 8:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Amended
Restated Articles
3-22-12

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: INGENICARD US, INC.

DOCUMENT NUMBER: P03000001999

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

LORENA COLOMBO, ESQ.

Name of Contact Person

COLOMBO LAW FIRM, PLC

Firm/ Company

888 BISCAYNE BLVD, STE 705

Address

MIAMI, FL 33132

City/ State and Zip Code

CORPSERVICES@COLOMBOLAW.NET

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

For further information concerning this matter, please call:

LORENA COLOMBO

Name of Contact Person

at (305) 962-9519

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

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

Street Address

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

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
INGENICARD US, INC.**

FILED
2012 MAR 20 AM 8:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1007 of the Business Corporations Act of the State of Florida, the undersigned, being the President of INGENICARD US, INC. (hereinafter the "Corporation"), a Florida corporation, and the Corporation desiring to restate and to amend its articles of incorporation, does hereby certify that:

FIRST: The articles of incorporation of the Corporation were filed with the Secretary of State on January 7, 2003, Document No. P03000001999.

SECOND: These Amended and Restated Articles of Incorporation, which supersede the original Articles of Incorporation and all subsequent amendments thereto, were adopted by at least a majority of the Directors of the Corporation on March 13, 2012. To effect the foregoing, the text of the Articles of Incorporation is hereby restated and amended as hereinbelow set forth in full:

**ARTICLE I
NAME**

The name of the Corporation is Ingenicard US, Inc.

**ARTICLE II
PRINCIPAL OFFICE**

The principal place of business and mailing address of the Corporation is 1000 Brickell Avenue, Suite 410, Miami, FL 33131, USA.

**ARTICLE III
PURPOSE**

The Corporation intends to enter into any and all business permitted by the Florida Business Corporations Act, including but not limited to the origination, sale, distribution, management and maintenance of prepaid payment instruments and/or programs or systems.

**ARTICLE IV
CAPITALIZATION**

The number of shares the Corporation shall be authorized to issue and have outstanding at any one time shall be Fifty Million (50,000,000) shares, which shall all be designated as common stock with a par value of \$0.001.

**ARTICLE V
REGISTERED AGENT**

The name and address of the registered agent is Colombo Law Firm, plc, 888 Biscayne Boulevard, Suite 705, Miami, FL 33132.

ARTICLE V DIRECTORS

The name and address of the Directors elected to serve on the board of the Corporation for 2012 are:

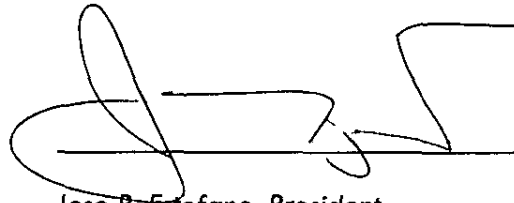
- (i) **Valmana, Juan**
1000 Brickell Avenue - Ste. 100
Miami, Florida 31131
- (ii) **Hodges, Steve**
8454 Crestview Road
Sanger, Texas 76266
- (iii) **Nunez, Rolando**
7760 West 29th Avenue, Ste. 6
Hialeah, Florida 33016

ARTICLE V OFFICERS

The name and address of the Officers elected to serve for 2012 are as follows:

- (i) **Estefano, Jose R.**
Title: **President (P) and Chief Compliance Officer (CCO)**
1000 Brickell Avenue, Suite 410
Miami, Florida 33131
- (ii) **Hodges, Steve**
Title: **Chief Executive Officer (CEO) and Chief Technology Officer (CTO)**
8454 Crestview Road
Sanger, Texas 76266
- (iii) **Saal, Salvador Daniel**
Title: **Treasurer (T)**
1000 Brickell Avenue, Suite 410
Miami, FL 33131
- (iv) **Colombo Law Firm, plc**
Title: **Secretary (S)**
Attn: Lorena Colombo, Esq.
888 Biscayne Boulevard, Suite 705
Miami, FL 33132

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 13th day of March, 2012.

A handwritten signature in black ink, consisting of a large loop followed by a horizontal line and a final vertical stroke, positioned above a horizontal line.

Jose R. Estefano, President

Articles of Amendment
to
Articles of Incorporation
of

INGENICARD US, INC.

(Name of Corporation as currently filed with the Florida Dept. of State)

P03000001999

(Document Number of Corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this **Florida Profit Corporation** adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co.". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."

B. Enter new principal office address, if applicable:

(Principal office address **MUST BE A STREET ADDRESS**)

C. Enter new mailing address, if applicable:

(Mailing address **MAY BE A POST OFFICE BOX**)

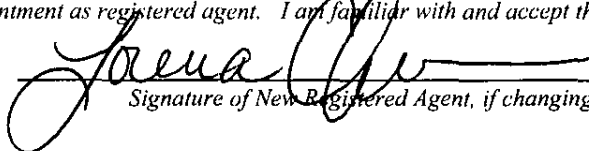
D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent **COLOMBO LAW FIRM, PLC**
888 BISCAYNE BLVD., STE. 705
(Florida street address)

New Registered Office Address: **MIAMI**, Florida **33132**
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.


Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

| | | |
|-----------------|-----------|--------------------|
| <u>X</u> Change | <u>PT</u> | <u>John Doe</u> |
| <u>X</u> Remove | <u>V</u> | <u>Mike Jones</u> |
| <u>X</u> Add | <u>SV</u> | <u>Sally Smith</u> |

| <u>Type of Action</u> (Check One) | <u>Title</u> | <u>Name</u> | <u>Address</u> |
|---|--------------|-------------|--|
| 1) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove | _____ | _____ | <u>SEE AMENDED AND RESTATED ARTICLES</u> _____ _____ |
| 2) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove | _____ | _____ | _____ _____ _____ |
| 3) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove | _____ | _____ | _____ _____ _____ |
| 4) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove | _____ | _____ | _____ _____ _____ |
| 5) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove | _____ | _____ | _____ _____ _____ |
| 6) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove | _____ | _____ | _____ _____ _____ |

E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

SEE AMENDED AND RESTATED ARTICLES OF INCORPORATION

F. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself:
(if not applicable, indicate N/A)

N/A

The date of each amendment(s) adoption: MARCH 13, 2012

Effective date if applicable: _____

(no more than 90 days after amendment file date)

Adoption of Amendment(s)

(CHECK ONE)

☐ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval

by _____."

(voting group)

☒ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Dated MARCH 13, 2012

Signature

(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

JOSE R. ESTEFANO

(Typed or printed name of person signing)

PRESIDENT

(Title of person signing)