

P27394



ACCOUNT NO. : 072100000032

REFERENCE : 053606 4358149

AUTHORIZATION : Patricia Pujot

COST LIMIT : \$ 35.00

ORDER DATE : December 4, 1998

ORDER TIME : 11:0 AM

ORDER NO. : 053606-005

CUSTOMER NO: 4358149

CUSTOMER: Ms. Beth Warner
Universal Card Services Corp. 600002704606--3
8787 Baypine Road
Location 3-2-a915
Jacksonville, FL 32256

FOREIGN FILINGS

NAME: AT&T UNIVERSAL CARD SERVICES
CORP..

XX PROFIT
 NON-PROFIT

XX CORPORATE
 LIMITED PARTNERSHIP

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 DEC -7 PM 3:44

FILED

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

JW 12/8

DEPARTMENT OF CORPORATIONS
98 DEC -7 AM 11:22



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 28, 1998

CSC
ANDREW
TALLAHASSEE, FL

SUBJECT: AT&T UNIVERSAL CARD SERVICES CORP.
Ref. Number: P27394

We have received your document for AT&T UNIVERSAL CARD SERVICES CORP. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

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) 487-6957.

Joy Moon-French
Corporate Specialist

Letter Number: 498A00029890



ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

OFFICE OF COMPTROLLER
DEPARTMENT OF BANKING AND FINANCE
STATE OF FLORIDA
TALLAHASSEE
32399-0350

November 18, 1998

Ms. Beth Warner, CLA
Paralegal
Law Department
Universal Card Services Corp.
8787 Baypine Road
3-2-A810
Jacksonville, FL 32256

Dear Ms. Warner:

Re: "Citibank Universal Card Services Corp. "

Reference is made to your letter/fax dated November 17, requesting approval of the above-referenced corporate name which will be a wholly-owned subsidiary of Citibank, N.A., Delaware.

As Section 655.922(2)(a), Florida Statutes, exempts a financial institution, holding company or its subsidiaries from the prohibition against using the word "bank", "banker", "banking", "trust company", "savings and loan association", "savings bank", or "credit union" in its corporate name, the Division of Banking will not object to the use of the above corporate name being registered as a foreign/domestic corporation to transact business in the State of Florida.

Sincerely,

A handwritten signature in black ink, appearing to read "Art Simon".

Art Simon
Director
Division of Banking
101 E. Gaines Street
Fletcher Bldg.-6th Floor
Tallahassee, FL 32399-0350
(850) 488-1111

:kr

cc: Karon Beyer, Chief
Bureau of Corporate Records
Secretary of State's Office

FILED
98 DEC -7 PM 3:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PROFIT CORPORATION

**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE
AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

(Pursuant to s. 607.1504, F.S.)

SECTION I

(1-3 must be completed)

1. AT&T Universal Card Services Corp.
Name of corporation as it appears on the records of the Department of State.
2. Delaware 3. 12/21/89
Incorporated under the laws of Date authorized to do business in Florida

SECTION II

(4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? April 24, 1998
5. Universal Card Services Corp.
Name of corporation after the amendment, adding suffix "corporation", "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.

New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

New Jurisdiction


Signature

Walter M. Korchun

11/20/98
Date
Senior Vice President
Title

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "AT&T UNIVERSAL CARD SERVICES CORP.", FILED A CERTIFICATE OF OWNERSHIP, CHANGING ITS NAME TO "UNIVERSAL CARD SERVICES CORP.", THE TWENTY-FOURTH DAY OF APRIL, A.D. 1998, AT 5 O'CLOCK P.M.



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

2216513 8320

DATE: 9405766

981431669

11-13-98

UNIVERSAL CARD SERVICES CORP.

Unanimous Written Consent of Board of Directors

The undersigned, being all of the members of the Board of Directors of Universal Card Services Corp. (the "Corporation"), acting by unanimous written consent without the formality of a meeting, pursuant to the General Corporation Law of the State of Delaware, do hereby take the following actions and consent to the adoption of the following resolutions effective as of November 20, 1998:

WHEREAS, as a result of the sale of the Corporation by AT&T Corp. to Citibank, N.A. on April 2, 1998, a Certificate of Ownership and Merger was filed with the State of Delaware, changing the name of the Corporation to Universal Card Services Corp., effective April 24, 1998; and

WHEREAS, the Corporation is registered to do business in Florida as a foreign corporation; and

WHEREAS, representatives of the Corporation attempted to file an Application by Foreign Corporation to File Amendment to Application for Authorization to Transact Business In Florida with the Florida Secretary of State's office, changing the Corporation's name to Universal Card Services Corp. (consistent with the Corporation's name change in Delaware) and the Application was rejected by the State of Florida due to a name conflict.

NOW, THEREFORE, BE IT RESOLVED, that the Corporation register the alternate name, Citibank Universal Card Services Corp., for use by the Corporation in the State of Florida;

RESOLVED, that the Corporation register the fictitious name, Universal Card Services, for use by the Corporation in the State of Florida;

RESOLVED, that the appropriate officers of the Corporation are hereby authorized (with full power of delegation), empowered and directed, for, on behalf of, and in the name of the Corporation, to take all further actions and execute, deliver, and file all documents and certificates (including without limitation, filings with federal and state authorities) as any of them may deem appropriate to effectuate the intent and purposes of the foregoing resolutions;

RESOLVED, that the Secretary of the Corporation is hereby directed to file the original of this Written Consent in the official records of the Corporation.

IN WITNESS WHEREOF, the undersigned have signed this Written Consent as of the date first written above.

Daniel R. DeMeo

Michael J. Gehlen

Michael Gehlen

MICHAEL J. GEHLEN
VF, Chief Financial Officer
Citibank, UCS
Personnel # 3186308
(904) 954-8073

Walter M. Korchun