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Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1997

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # **P36201** **(2)**

1. Corporation Name
INTEGRATED PAYMENT SYSTEMS INC.

Principal Place of Business	Mailing Address
11718 NICHOLAS STREET OMAHA NE 68154-4477	11718 NICHOLAS STREET OMAHA NE 68154-4477

3. Date Incorporated or Qualified: 11/05/1991	3a. Date of Last Report: 04/18/1996
4. FEI Number: 84-1128086	☐ Applied For ☐ Not Applicable
5. Certificate of Status Desired ☐	$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution ☐	$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes ☒ Yes ☐ No	

2. Principal Place of Business	2a. Mailing Address
21 5660 New Northside Drive	26 5660 New Northside Drive
22 Suite, Apt. #, etc.: Suite 1400	27 Suite, Apt. #, etc.: Suite 1400
23 City & State: Atlanta, Georgia	28 City & State: Atlanta, Georgia
24 Zip: 30328 25 Country: USA	29 Zip: 30328 30 Country: USA

9. Name and Address of Current Registered Agent

C T CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION FL 33324

10. Name and Address of New Registered Agent

81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City: FL 85 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE _____ (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	PD BROOKS, CHARLES W 18725 E FREMONT PLACE AURORA CO 80016 ☐ DELETE	1.1 TITLE / 1.2 NAME / 1.3 STREET ADDRESS / 1.4 CITY-ST-ZIP	☐ Change ☐ Addition SEE ATTACHED LIST.
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	VSP PATMORE, KIMBERLY S 5083 E OTERO CIRCLE LITTLETON CO ☐ DELETE	2.1 TITLE / 2.2 NAME / 2.3 STREET ADDRESS / 2.4 CITY-ST-ZIP	☐ Change ☐ Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	VT ANUSZWESKI, WILLIAM E 840 E REDWOOD COURT HIGHLANDS RANCH CO ☐ DELETE	3.1 TITLE / 3.2 NAME / 3.3 STREET ADDRESS / 3.4 CITY-ST-ZIP	☐ Change ☐ Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	V CALABRESE, JACK W 16410 E BERRY AVENUE AURORA CO ☐ DELETE	4.1 TITLE / 4.2 NAME / 4.3 STREET ADDRESS / 4.4 CITY-ST-ZIP	☐ Change ☐ Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	☐ DELETE	5.1 TITLE / 5.2 NAME / 5.3 STREET ADDRESS / 5.4 CITY-ST-ZIP	☐ Change ☐ Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	☐ DELETE	6.1 TITLE / 6.2 NAME / 6.3 STREET ADDRESS / 6.4 CITY-ST-ZIP	☐ Change ☐ Addition

CR2E034 (9/96)

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: [illegible] Attorney-in-fact 1/31/97 (770) 857-1242
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR — Date — Daytime Phone #

11/25/96

OFFICER AND DIRECTORS

Integrated Payment Systems Inc.

Directors	Title
Charles W. Brooks	Director
Kimberly S. Patmore	Director

Officers	Title
William E. Anuszewski	Vice President - Finance
	Assistant Secretary
	Treasurer
Charles W. Brooks	President
Jack Calabrese	Senior Vice President - Operations
Kimberly S. Patmore	Chief Financial Officer
	Secretary
	Senior Vice President

Address(es) for Charles W. Brooks

Business Address	Residence Address
6200 S. Quebec Street -- Suite 430	18725 E. Fremont Place
Englewood, CO 80111	Aurora, CO 80016

Address(es) for Jack Calabrese

Business Address	Residence Address
6200 So. Quebec Street	16410 E. Berry Ave
Englewood, CO 80111	Aurora, CO 80015

Address(es) for Kimberly S. Patmore

Business Address	Residence Address
6200 South Quebec Street	5083 East Otero Circle
Englewood, CO 80111	Littleton, CO 80122

Address(es) for William E. Anuszewski

Business Address	Residence Address
6200 South Quebec Street	840 E. Redwood Court
Englewood, CO 80111	Highlands Ranch, CO 80126

Power of Attorney

The undersigned, acting in his capacity as President of Integrated Payment Systems Inc. (the "Company"), hereby appoints each of Bernard Rothman, Jerry P. Dembowski and Gary L. Schmidt signing singly, as the Company's true and lawful attorney-in-fact to:

(1) execute for and on behalf of the Company all applicable federal, state and local tax reporting documents in accordance with applicable laws;

(2) perform other acts for and on behalf of the Company which may be necessary or desirable to complete and execute any such federal, state and local tax reporting documents; and

(3) take any other action in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the Company, it being understood that the documents executed by such attorney-in-fact on behalf of the Company pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to the attorney-in-fact full power and authority to perform any of the rights and powers herein granted, and hereby ratifies and confirms all that the attorney-in-fact shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming any of the Company's responsibilities to comply with state and federal tax laws.

This Power of Attorney shall remain in full force and effect until revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this first day of August, 1996.

Integrated Payment Systems Inc.

Charles W. Brooks
President

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