FILE NOW: FILING FEE AFTER MAY 1ST IS $550.00

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Mar 30 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998

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

DOCUMENT # P36201 (2)

1. Corporation Name
INTEGRATED PAYMENT SYSTEMS INC.

DO NOT WRITE IN THIS SPACE

Principal Place of Business	Mailing Address
5680 NEW NORTHSIDE DR SUITE 1400 ATLANTA GA 30328 US	5680 NEW NORTHSIDE DR SUITE 1400 ATLANTA GA 30328 US

2. Principal Place of Business 21 — Suite, Apt. #, etc. 22 — City & State 23 — Zip 24 — Country 25

2a. Mailing Address 26 — Suite, Apt. #, etc. 27 — City & State 28 — Zip 29 — Country 30

3. Date Incorporated or Qualified: 11/05/1991

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 owes or has paid the current year Intangible Personal Property Tax due June 30. ☒ Yes ☐ No

9. Name and Address of Current Registered Agent

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

REGISTERED AGENT PREVIOUSLY CHANGED TO:

10. Name and Address of New Registered Agent

81 Name: Corporation Service Company
82 Street Address (P.O. Box Number is Not Acceptable)
83 1201 Hays Street
84 City: Tallahassee FL 85 Zip Code: 32301

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 ____________________
Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating) DATE

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

CR2E034 (10/97)

14. I 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: [signature] JERRY P. DEMBOWSKI Attorney-in-Fact 3/13/98 970-857-7248

01/20/98

Corporate Officers

Integrated Payment Systems Inc.

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

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

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