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Secretary of State

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PROFIT CORPORATION ANNUAL REPORT 1999				FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS	
DOCUMENT # P94000083126					
1. Corporation Name MERCHANT PAYMENT SYSTEMS, INC.					
Principal Place of Business 12134 SW 117TH CT MIAMI FL 33186			Mailing Address 12134 SW 117TH CT MIAMI FL 33186		
2. Principal Place of Business 21 12077 SW 131 Avenue Suite, Apt. #, etc. N/A 22 City & State MIAMI FL 23 Zip 33186 25 Dade		2a. Mailing Address 26 Same Suite, Apt. #, etc. Same 27 City & State Same 28 Zip Same 30 Same		3. Date Incorporated or Qualified 11/15/1994	
9. Name and Address of Current Registered Agent DE ARA, GUILLERMO G. 15587 SW 63 TERRACE MIAMI FL 33186		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 Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating) DATE					
12. OFFICERS AND DIRECTORS					
TITLE	P	DE ARA, GUILLERMO G.			
NAME	DE ARA, GUILLERMO G.	15587 SW 63 TERRACE			
STREET ADDRESS	15587 SW 63 TERRACE	MIAMI FL 33186			
CITY-ST-ZIP	MIAMI FL 33186				
TITLE	ST	CARRERAS, ELIZABETH			
NAME	CARRERAS, ELIZABETH	12134 SW 117TH CT			
STREET ADDRESS	12134 SW 117TH CT	MIAMI FL 33186			
CITY-ST-ZIP	MIAMI FL 33186				
TITLE					
NAME					
STREET ADDRESS					
CITY-ST-ZIP					
TITLE					
NAME					
STREET ADDRESS					
CITY-ST-ZIP					
TITLE					
NAME					
STREET ADDRESS					
CITY-ST-ZIP					
13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12					
1.1 TITLE	same	10321 SW 164 CT			
1.2 NAME	same	MIAMI FL 33196			
1.3 STREET ADDRESS	10321 SW 164 CT	MIAMI FL 33196			
1.4 CITY-ST-ZIP	MIAMI FL 33196				
2.1 TITLE	same	10321 SW 164 CT			
2.2 NAME	same	MIAMI FL 33196			
2.3 STREET ADDRESS	10321 SW 164 CT	MIAMI FL 33196			
2.4 CITY-ST-ZIP	MIAMI FL 33196				
3.1 TITLE					
3.2 NAME					
3.3 STREET ADDRESS					
3.4 CITY-ST-ZIP					
4.1 TITLE					
4.2 NAME					
4.3 STREET ADDRESS					
4.4 CITY-ST-ZIP					
5.1 TITLE					
5.2 NAME					
5.3 STREET ADDRESS					
5.4 CITY-ST-ZIP					
6.1 TITLE					
6.2 NAME					
6.3 STREET ADDRESS					
6.4 CITY-ST-ZIP					

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, with all other like empowered.

SIGNATURE:


SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

4/20/99 305-254-6578