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Law Offices of
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November 6, 1998

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: ATM Innovations, Inc.
Private Cash Services, Inc.

FILED
98 NOV - 9 PM 2:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
600002683266--1
-11/09/98--01089--005
*****70.00 *****35.00

Dear Sir/Madam:

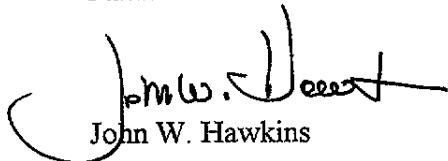
Enclosed herewith for filing, please find the following:

1. Statement of Change of Registered Office or Registered Agent or Both for Corporations with regard to ATM Innovations, Inc.;
2. Statement of Change of Registered Office or Registered Agent or Both for Corporations with regard to Private Cash Services, Inc.;
3. My firm's check in the amount of \$70.00 as and for the filing fee for the above;

If you have any questions, please do not hesitate to contact me. Thank you for your attention to this matter.

Sincerely,

LAW OFFICES OF
MATTHEWS & HAWKINS, P.A.


John W. Hawkins

JWH/mms

Enclosure

2Fchg
KRC
11-15

Florida Department of State, Sandra B. Mortham, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: ATM Innovations, Inc.
2. The mailing address of the corporation is: P.O. Box 4279, Fort Walton Beach, Florida 32549
3. Date of incorporation/qualification: 5-12-95 Document number: P95000037908
4. The name and address of the current registered agent and office:
John W. Hawkins
607 Highway 98 East
Destin, Florida 32541
5. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)
David E. Henton
648-1 Anchors Street
Fort Walton Beach, Florida 32549

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

David E. Henton PRESIDENT
(Signature of an officer, chairman or vice chairman of the board)

11-4-98
(Date)

David E. Henton, President
(Printed or typed name and title)

11-4-98
(Date)

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

David E. Henton
(Signature of Registered Agent)

11-4-98
(Date)

David E. Henton
(Typed or printed name)

11-4-98
(Capacity)