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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS
922-4000

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FROM: JOHNSON, BLAKELY, POPE, BOKER, RUPPEL & BURN
66002140

ACCT#: 0766

CONTACT: ~~KRISTEN~~ DECLEENE *MARIE LEE*
PHONE: (813)461-1818

FAX #: (813)

441-8617

NAME: MONEY TRANSFER SYSTEMS, INC.

AUDIT NUMBER.....H98000003517

DOC TYPE.....MERGER OR SHARE EXCHANGE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER
Merger Sheet

MERGING:

PMT MTSI ACQUISITION CORPORATION, a Tennessee corporation not
qualified to transact business in the State of Florida

INTO

MONEY TRANSFER SYSTEMS, INC., a Florida corporation, P95000050155

File date: February 25, 1998

Corporate Specialist: Darlene Connell

02/24/98 TUE 16:03 FAX 18134418617

JOHNSON BLAKELY

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*We realize this is NOT complete but we
would like any comments on form so when
we file next week everything will be OK
by your dept. and we will already be on record
Thank you - Marie*

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02/25/98 08:47

JOHNSON-BLAKLEY
Florida Department pl /1

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 25, 1998

MONEY TRANSFER SYSTEMS, INC.
600 LAKEVIEW DRIVE
SUITE B
CLEARWATER, FL 34616

SUBJECT: MONEY TRANSFER SYSTEMS, INC.
REF: P95000050155

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The FAX audit number must be on the top and bottom of each page of the document.

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) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H98000003517
Letter Number: 698A00010568



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 23, 1998

MONEY TRANSFER SYSTEMS, INC.
600 LAKEVIEW DRIVE
SUITE B
CLEARWATER, FL 34616

SUBJECT: MONEY TRANSFER SYSTEMS, INC.
REF: P95000050155

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The date of adoption of each amendment must be included in the document.

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Teresa Brown
Corporate Specialist

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
ARTICLES OF MERGER
OF
PMT MTSI ACQUISITION CORPORATION,
a Tennessee corporation
INTO
MONEY TRANSFER SYSTEMS, INC.,
a Florida corporation

Pursuant to Section 607.1101 and 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purposes of merging PMT MTSI Acquisition Corporation into Money Transfer Systems, Inc.:

FIRST: The Plan of Merger attached hereto as Exhibit A was adopted by the Board of Directors and shareholders of PMT MTSI Acquisition Corporation ("PMT MTSI"), on the 23rd day of February, 1998, and was adopted by the Board of Directors and shareholders of Money Transfer Systems, Inc., a Florida corporation ("MTSI"), on the 23rd day of February, 1998.

SECOND: The Merger is effective at 5:00 PM on February 24, 1998 or the time of filing of these Articles of Merger, whichever shall be later ("Effective Date").

THIRD: As provided in the Plan of Merger, the Articles of Incorporation of MTSI as in effect immediately prior to the Effective Date shall be amended as follows:

(a) Article IV (Capital Stock) thereof shall be revised to read in its entirety as follows:

The authorized capital stock of the corporation shall consist of 1,000 shares of common stock having a \$.01 par value per share.

Prepared by:
Michael T. Cronin, Esquire
Johnson, Blakely, Pope, Bokor,
Ruppel & Burns, P.A.
911 Chestnut Street
Clearwater, Florida 33756
Bar No. 0469841
(813) 461-1818

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16:08 4418617

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- (b) Article IX (Cumulative Voting) shall be eliminated.
- (c) Article X (Preemptive Rights) shall be eliminated.
- (d) Article XII (Long-Term Employment Contract) shall be eliminated.

IN WITNESS WHEREOF, each of the undersigned has caused these Articles of Merger to be signed in this corporate name on the 23rd day of February, 1998.

PMT MTSI ACQUISITION CORPORATION,
a Tennessee Corporation

By: 
Print Name: Gregory S. O'Leary
Title: CEO

MONEY TRANSFER SYSTEMS, INC.,
a Florida corporation

By: 
Print Name: MEL O'LEARY
Title: CHAIRMAN & CEO

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EXHIBIT A

PLAN OF MERGER

1. Names of Merging Corporations

PMT MTSI Acquisition Corporation ("PMT MTSI"), a Tennessee corporation, a wholly subsidiary of PMT Services, Inc. ("PMT"), a Tennessee corporation, shall be merged with and into Money Transfer Systems, Inc. ("MTSI"), a Florida corporation.

2. Terms and Conditions of the Proposed Merger

2.1 The Merger

The merger of PMT MTSI into MTSI (the "Merger") shall occur at the Effective Time, as defined below, at which time the separate existence of PMT MTSI shall cease. MTSI shall be the surviving corporation (the "Surviving Corporation") and its corporate existence, with all of its purposes, powers and objects, shall continue unaffected and unimpaired by the Merger. (PMT MTSI and MTSI are hereinafter sometimes collectively referred to as the "Constituent Corporations.")

2.2 The Surviving Corporation

The Surviving Corporation, without any further act or deed, shall (a) have the purposes and possess all the rights, privileges, immunities, powers, franchises and authority, both public and private, and be subject to all the restrictions, disabilities, duties and liabilities of the Constituent Corporations, and neither the rights of creditors nor any liens upon the property of either the Constituent Corporations shall be impaired by the Merger; (b) be vested with all the assets and property, whether real, personal or mixed, and every interest therein, wherever located, belonging to each of the Constituent Corporations; and (c) be liable for all of the obligations and liabilities of each Constituent Corporation existing immediately prior to the Effective Time. The title to any real estate or any interest therein vested in either of the Constituent Corporations shall not revert or in any way be impaired by reason of the Merger.

2.3 Articles of Incorporation

The Articles of Incorporation of MTSI shall be amended as follows:

(A) Article iv thereof shall be revised to read as follows:

The authorized capital stock of the corporation shall consist of 1,000 shares of common stock having a \$.01 par value per share.

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- (b) Article IX shall be eliminated.
- (c) Article X shall be eliminated.
- (d) Article XII shall be eliminated.

The Articles of Incorporation of MTSI as in effect immediately prior to the Effective Time, as so amended, shall be the Articles of Incorporation of the Surviving Corporation until the same shall thereafter be altered, amended or repealed in accordance with the Florida Business Corporation Act ("FBCA").

2.4 By-Laws

The By-Laws of MTSI as in effect immediately prior to the Effective Time shall be the By-Laws of the Surviving Corporation until such shall thereafter be altered, amended or repealed in the manner provided for in such By-Laws and in accordance with FBCA.

2.5 Directors and Officers

The Board of Directors of the Surviving Corporation shall consist of Greg Daily and Rich Roberts and the officers of the Surviving Corporation shall be as follows:

Offices	Holder
Chairman & Chief Executive Officer	Greg Daily c/o PMT Services, Inc. 3841 Green Hills Village Dr. Nashville, TN 37215
President	Mel Ora 600 Lakeview Road Suite B Clearwater, FL 33756
Secretary and Vice President	Vickie Johnson c/o PMT Services, Inc. 3841 Green Hills Village Dr. Nashville, TN 37215
Vice President, Treasurer and Assistant Secretary	Greg Mohr 600 Lakeview Road Suite B Clearwater, FL 33756

until their successors are elected and qualified.

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3. Manner and Basis of Converting Shares

3.1 Acquisition Sub Capital Stock

Each share of Common Stock of PMT MTSI issued and outstanding immediately prior to the Effective Date shall become one share of Common Stock of the Surviving Corporation.

3.2 MTSI Capital Stock

Upon Effective Time, each outstanding share of MTSI ("MTSI Common Stock") (other than shares as to which dissenter's rights have been perfected and not withdrawn or otherwise forfeited under applicable provisions of the FBCA) shall by virtue of the merger and without any further action on the part of MTSI, PMT or PMT MTSI, or the shareholders thereof, be converted into 665 fully paid and nonassessable shares of PMT Common Stock, \$.01 par value per share, provided however, in no event shall more than 665,000 shares of PMT Common Stock be required to be issued pursuant to this Agreement.

4. Effective Time of the Merger

The Merger shall be come effective at the later of 5:00 PM on February 24, 1998 or the time of the filing of the Articles of Merger (the "Effective Time").

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2/98