

CORPORATE ACCESS, INC.
1116-D THOMASVILLE RD
TALLAHASSEE, FL 32303
(804)-222-2666

Requestor's Name

City/State/Zip

Phone #

FILED
96 MAR -6 PM 2:21
TALLAHASSEE, FL 32303

60000107343915
-03,06796--01049--000
*****70.00 *****70.00

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Automated Payment Systems, Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in

☐ Mail out

☒ Pick up time 3/6/96

☐ Will wait

☐ Photocopy

☒ ~~Request~~ Copy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED
96 MAR -6 AM 11:09
DIVISION OF CORPORATION

D. BROWN MAR - 6 1996

Examiner's Initials

ARTICLES OF INCORPORATION

OF

AUTOMATED PAYMENT SYSTEMS, INC.

The undersigned as incorporator forms a corporation within the meaning of the applicable provisions of Florida Statutes, Chapter 607.

ARTICLE I.

NAME

The name of this corporation is **AUTOMATED PAYMENT SYSTEMS, INC.**

ARTICLE II.

PRINCIPAL OFFICE

The principal address of this corporation is: 25 Second Street North, Suite 200, St. Petersburg, FL 337 1.

ARTICLE III.

CAPITAL STOCK

This corporation is authorized to issue 1,000,000 shares of \$1.00 par value common stock.

ARTICLE IV.

REGISTERED OFFICE AND REGISTERED AGENT

The name of the Registered Agent of this corporation and the street address of the Registered Office are as follows:

Name: Clifford J. Hunt, Esquire

Address: 100 2nd Avenue South - Suite 400N
St. Petersburg, FL 33701

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TALLAHASSEE, FLORIDA

ARTICLE V.

INCORPORATOR

The name and address of the incorporator of this corporation is:

Name: Clifford J. Hunt, Esquire

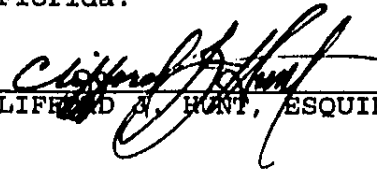
Address: 100 2nd Avenue South - Suite 400N
St. Petersburg, FL 33701

ARTICLE VI.

EFFECTIVE DATE OF ARTICLES

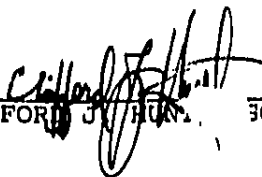
These Articles shall be effective upon filing with the Secretary of State for Florida.

IN WITNESS WHEREOF, the undersigned, as incorporator, has hereunto set the undersigned's hand and seal this 5th day of March, 1996, for the purpose of organizing this corporation under the laws of the State of Florida.


CLIFFORD J. HUNT, ESQUIRE

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


CLIFFORD J. HUNT, ESQUIRE

FILED
96 MAR -6 PM 2:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

96 APR 17 PM 3:54

DIVISION OF CORPORATIONS

April 17, 1996

CORPORATE ACCESS, INC.

TALLAHASSEE, FL

SUBJECT: AUTOMATED PAYMENT SYSTEMS, INC.
Ref. Number: P96000020578

We have received your document for AUTOMATED PAYMENT SYSTEMS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

If an amendment was approved by the shareholders, the date of adoption of the amendment and one of the following statements must be contained in the document:

(1) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval.

(2) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

If shareholder approval was not required, a statement to that effect must be contained in the document.

If the amendment was adopted by the directors and shareholder approval was not required, then a director must sign.

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 (904) 487-6957.

Joy Moon-French
Corporate Specialist

Letter Number: 496A00017873

Corrected
(Signature) Thanks
Gilda

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION

OF

AUTOMATED PAYMENT SYSTEMS, INC.

96 APR 17 PM 3:57

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following provision of the Articles of Incorporation of Automated Payment Systems, Inc., a Florida corporation, is hereby amended in accordance with Florida Statutes Chapter, 607 to read as follows:

Article III. Capital Stock. of the Articles of Incorporation is hereby deleted and the following is substituted therefore:

ARTICLE III

CAPITAL STOCK

A. Capitalization. The total number of shares of all classes of stock which this Corporation shall have the authority to issue is 1,025,000 shares, of which 1,000,000 shares shall be Common Stock with no par value (\$0.00) per share (herein referred to as the "Common Stock"), and 25,000 shares shall be Preferred Stock with a par value of \$10.00 per share (herein referred to as the "Preferred Stock").

B. Dividends. No dividends shall be declared or payable on any class of capital stock until after such time as all shares of outstanding Preferred Stock have been redeemed by the Corporation. Thereafter, declared dividends on the outstanding shares of Common Stock shall be payable in the quarter of declaration, out of legally available funds. Declared dividends shall be payable on the last day of each calendar quarter as to each share of Common Stock issued and outstanding on the record date determined for the quarter by the board of directors of the Corporation. Dividends on Common Stock shall be payable at a rate determined by the board of directors of the Corporation. Dividends on the Common Stock shall be non-cumulative.

C. Redemption.

1. Preferred Shares are subject to redemption, out of legally available funds, at the option of the board of directors of the Corporation, at the price per share (the "Redemption Price") in effect on the date set for redemption (the "Redemption Date"), as more fully provided for in Section C.3. of this Certificate. Any partial redemption of Preferred Stock shall be done on a pro rata basis. Written notice of the redemption, the date set for the redemption and the number of the holder's Preferred shares then being called for redemption shall be mailed in a stamped letter addressed to each holder of Preferred Stock being redeemed, at least seven (7) days before the Redemption Date, to the holder's

last known post office address as shown in the records of the Corporation.

2. Each holder of Preferred Stock shall have the right and option to require redemption, out of legally available funds, of any or all of the outstanding Preferred Stock then held by that holder, at any time on or after the date which is two (2) years after the date on which the Corporation first issued any Preferred Stock (the "Date of Issue"), at the Redemption Price then in effect. Written notice of the redemption, the date set for the redemption and the number of the holder's Preferred shares then being put for redemption shall be mailed by the record holder of the Preferred Stock, at least seven (7) days before the Redemption Date, in a stamped letter addressed to the Corporation at its last known principal business office.

3. The Redemption Price in effect on any Redemption Date shall be determined by reference to the following guidelines:

<u>Redemption Date</u>	<u>Redemption Price per share</u>
Prior to July 15, 1996	\$ 15.00
July 16, 1996 to October 15, 1996	25.00
October 16, 1996 to January 15, 1997	37.50
January 16, 1996 to April 15, 1997	50.00
April 16, 1997 to July 15, 1997	62.50
July 16, 1997 to October 15, 1997	75.00
October 16, 1997 to January 15, 1998	87.50
January 16, 1998 and after	100.00

4. On the date fixed for redemption, each holder of Preferred Stock being redeemed shall deliver the certificates representing those shares, duly endorsed for surrender with signature guaranteed, to the Corporation at its principal business office, against delivery by the Corporation of a bank check in the amount of the Redemption Price.

5. If the certificates evidencing Preferred Stock called for redemption by the Corporation are not surrendered and the Corporation deposits the Redemption Price in trust with a federally chartered bank in the United States of America having total assets of at least \$100,000,000.00, all rights with respect to those shares shall then terminate, except for the right of the holder to receive the Redemption Price, without interest, upon surrender of the certificates.

D. Liquidation. In the event of a liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary (a "Liquidation"), the assets of the Corporation available for distribution to the holders of its capital stock shall be distributed: (1) first, pro rata among the holders of Preferred Stock until they have received for each outstanding share held by

them the amount equal to the Redemption Price then in effect, as determined in accordance with Section C.3. above, as the preferred distribution payable on Liquidation with respect to the Preferred Stock; (2) then, pro rata among the holders of the outstanding Common Stock of the Corporation.

E. Voting.

1. The voting power of the Corporation shall be exercised by the holders of the Preferred Stock, voting as a class, and the holders of the Common Stock, voting as a class. The holders of Preferred Stock shall be entitled to one vote for each Preferred share held by them and the vote of the Preferred Stock as a class shall be decided by the majority of the Preferred Stock represented in person or by proxy at any meeting of the Corporation's shareholders at which a quorum of the Preferred Stock is present. The holders of Common Stock shall be entitled to one (1) vote for each Common share held by them and the vote of the Common Stock as a class shall be decided by the majority of the Common Stock represented in person or by proxy at any meeting of the Corporation's shareholders at which a quorum of the Common Stock is present.

2. The holders of the Preferred Stock and the holders of the Common Stock shall be entitled to vote upon the election of directors on the following basis: (a) the holders of the Preferred Stock then issued and outstanding shall be entitled, as a class, to elect that number of members of the board of directors which is the smallest number constituting a majority of the board of directors; and (b) the holders of the Common Stock then issued and outstanding shall be entitled, as a class, to elect the remaining members of the Board of Directors.

3. The holders of the Preferred Stock and the holders of the Common Stock shall be entitled to vote upon all matters, other than the election of directors, on the following basis: (a) the holders of the Preferred Stock then issued and outstanding shall be entitled, as a class, to cast fifty-one (51%) percent of the votes; and (b) the holders of the Common Stock then issued and outstanding shall be entitled, as a class, to cast forty-nine (49%) percent of the votes.

4. The presence in person or by proxy of the holders of Preferred Stock constituting a majority of the Preferred Stock and the presence in person or by proxy of the holders of Common Stock constituting a majority of the Common Stock shall constitute a quorum for the purpose of transacting any and all business at any meeting of the shareholders of the Corporation.

F. Amendment. So long as any of the Preferred Stock is outstanding, the Corporation shall not amend or modify the Articles of Incorporation regarding Capital Stock or the preferences and

rights of the holders of Preferred Stock, or increase or decrease the authorized number of Preferred shares without the affirmative vote or written consent of holders of at least seventy-five (75%) percent of the outstanding Preferred Stock.

This amendment to the Articles of Incorporation has been adopted by the Corporation on the 16th day of April, 1996.

The foregoing amendment has been adopted by the unanimous consent of the Board of Directors of the Corporation on the 16th day of April, 1995, and that the number of votes cast for the amendment was sufficient for approval for the matter set forth herein. Also approved by shareholders on same date and was sufficient for approval.

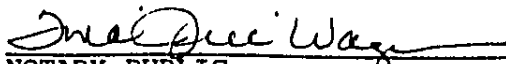
IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment this 16th day of April, 1996.



Roy J. Geilen, President

STATE OF FLORIDA)
): ss
COUNTY OF PINELLAS)

THE FOREGOING instrument was acknowledged before me this 16th day of April, 1996, by Roy J. Geilen, as President of the Corporation, (✓) who is personally known to me, or (___) who has produced _____ as identification.



NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

SEAL:

