

P96000020578

Riden, Earle & Kiefer, P.A.
LAWYERS

Michael F. Bremer
* Paul Castagliola
Robert H. Crawford
* James T. Earle, Jr.
+ Christopher C. Ferguson
+ Gary E. Frazier
M. Deanna Harris
Clifford J. Hunt
Camille J. Iurillo

Neil G. Kiefer
John R. Kiefner, Jr.
• Timothy A. Miller
Thomas K. Riden
James C. Rowe
• D. Jay Snyder
• Christopher B. Young
Edwin B. Kagan
(of Counsel)

October 8, 1997

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32301

100002317231--4
-10/10/97-01050-005
*****35.00 *****35.00

RE: Automated Payment Systems, Inc.

Dear Sir or Madam:

Enclosed for filing are the Articles of Amendment to the Articles of Incorporation of the referenced entity, dated September 30, 1997, as well as our firm check in the amount of \$35.00. Please date stamp the extra copy of the Articles and return same in the envelope provided. Thank you in advance for your assistance with this matter. If you have any questions, please do not hesitate to contact us.

Sincerely,

RIDEN, EARLE & KIEFNER, P.A.

Clifford J. Hunt
CLIFFORD J. HUNT, ESQUIRE

CJH/thw
enclosures

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TALLAHASSEE, FLORIDA

Amend

Dec 11/10

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4th Floor • North Tower • 100 2nd Avenue South • St. Petersburg, Florida 33701-4336
(813) 822-6000 • Fax (813) 821-3721 • attorney@rek.com

Board Certified: * Civil Trial Lawyer • Workers Compensation • Taxation • Certified Circuit Civil Mediator

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(of Counsel)

October 31, 1997

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32301

RE: Automated Payment Systems, Inc.

Dear Sir or Madam:

Enclosed for filing are the Articles of Amendment to the Articles of Incorporation of the referenced entity. We previously provided you with the filing fee, as evidenced by your letter dated October 15, 1997, a copy of which is attached. Please date stamp the extra copy of the Articles and return same in the envelope provided. Thank you in advance for your assistance with this matter. If you have any questions, please do not hesitate to contact us.

Sincerely,

RIDEN, EARLE & KIEFNER, P.A.


CLIFFORD J. HUNT, ESQUIRE

CJH/thw
enclosures

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 15, 1997

CLIFFORD J. HUNT, ESQ.
RIDEN, EARLE & KIEFNER, P.A.
100 2ND AVENUE SOUTH, 4TH FLOOR
ST. PETERSBURG, FL 33701-4336

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 adopted by the incorporators or board of directors without shareholder action, a statement to that effect and that shareholder action was not required must be contained in 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) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 697A00050449

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION

OF

AUTOMATED PAYMENT SYSTEMS, INC.

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"). The Corporation hereby elects to have preemptive rights in accordance the provisions of Fla. Stat. § 607.0630 (1995).

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.

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TALLAHASSEE, FLORIDA

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 30th day of September, 1997.

The foregoing amendment has been adopted by the majority consent of the Board of Directors of the Corporation with a quorum present and unanimous consent of the Shareholders of the corporation, on the 30th day of September, 1997, and that the number of votes cast for the amendment was sufficient for approval for the matter set forth herein.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment this 30th day of October, 1997.



Roy J. Geilen, President

STATE OF FLORIDA)
):ss
COUNTY OF PINELLAS)

THE FOREGOING instrument was acknowledged before me this 30th day of October, 1997, by Roy J. Geilen, as President of the Corporation, who is personally known to me.



NOTARY PUBLIC
STATE OF FLORIDA AT LARGE



Tina Jill Wagers
MY COMMISSION # CC639574 EXPIRES
May 17, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

SEAL: