

FROM

(MON) 03.11.96 14:00/02.13:59 NO. 00402917 1

**P96000022053**

03/11/96 FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS FROM: MARONEY ADAMS & CRISER, P.A.  
DEPARTMENT OF STATE 50 N LAURA ST  
STATE OF FLORIDA 3400 BARNETT CENTER  
409 EAST GAINES STREET JACKSONVILLE FL 32202-  
TALLAHASSEE, FL 32399 CONTACT: CORINNE P MCCLURE  
FAX: (904) 922-4000 PHONE: (904) 384-1100  
FAX: (904) 798-2661  
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: BARNETT PAYMENT SERVICES, INC.  
FAX AUDIT NUMBER: H96000003397 CURRENT STATUS: REQUESTED  
DATE REQUESTED: 03/11/1996 TIME REQUESTED: 13:16:13  
CERTIFYING COPIES: 1 CERTIFICATE OF STATUS: 0  
NUMBER OF PAGES: 4 METHOD OF DELIVERY: FAX  
ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 076226003514  
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**ARTICLES OF INCORPORATION  
OF  
BARNETT PAYMENT SERVICES, INC.**

The following Articles of Incorporation are filed pursuant to section 607.0202 of Florida Statutes.

**ARTICLE I  
Name**

The name of this company shall be Barnett Payment Services, Inc. (hereinafter referred to as the "Corporation").

**ARTICLE II  
Purposes and Privileges**

**Section 2.1 - Business Purpose:** This Corporation is organized for the purpose of engaging in and transacting any and all lawful business activities for which a corporation may be incorporated under the laws of the State of Florida.

**Section 2.2 - Powers, Rights and Privileges:** The Corporation may exercise all powers, rights and privileges conferred upon a corporation pursuant to the laws of the State of Florida.

**ARTICLE III  
Capital Stock**

**Section 3.1 - Authorized Capital Stock:** The Corporation is authorized to issue one thousand (1,000) shares of Common Stock, with a par value of \$100.00 per share ("Common Stock"). Without action by the stockholders, any or all of the authorized shares may be issued by the Corporation from time to time for such consideration as may be fixed by the Board of Directors of this Corporation.

**Section 3.2 - Common Stock:** The holder of each share of Common Stock shall be entitled to one vote on all matters submitted to a vote of Corporation shareholders. The voting rights of the Common Stock are noncumulative.

Prepared by G. Alan Howard, Esq.  
Mahoney Adams & Criser, P.A.  
P. O. Box 4099  
Jacksonville, FL 32201  
(904) 354-1100  
Florida Bar No. 0629091

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**Section 3.3 - No Preemptive Rights:** No holder of any shares of capital stock of this Corporation shall have, as a matter of right, any preemptive or preferential right to subscribe for, purchase or receive any shares of the capital stock of this Corporation, or any other securities or obligations of this Corporation, either now or hereafter authorized.

**ARTICLE IV**  
**Term of Existence**

The term for which this Corporation shall exist shall be perpetual, commencing on the date of execution of these Articles.

**ARTICLE V**  
**Registered Office and Agent**

**Section 5.1 - Registered Office:** The Corporation's initial registered office and its principal office address shall be at 9000 Southside Boulevard, Building 600, Jacksonville, Florida 32256.

**Section 5.2 - Registered Agent:** The Corporation's initial registered agent shall be:

David Palm  
9000 Southside Boulevard, Building 600  
Jacksonville, Florida 32256

**ARTICLE VI**  
**Board of Directors**

**Section 6.1 - Number:** The Board of Directors of this Corporation shall consist of such number of directors as may from time to time be established in the Corporation's bylaws, but in no event shall the Board of Directors consist of less than two directors.

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**Section 6.2 - Initial Board of Directors:** The members of the Corporation's initial Board of Directors and their addresses are as follows:

David R. Smith, Jr.       -     50 North Laura Street  
   Jacksonville, Florida 32202

David Palm                 -     5000 Southside Boulevard, Building 600  
   Jacksonville, Florida 32256

**Section 6.3 - Indemnification:** The Corporation shall make provision for indemnification of its directors and officers to the full extent permitted by law.

**ARTICLE VII**  
**Incorporator**

The name and street address of the incorporator of this Corporation are:

Michael W. Briggs  
50 North Laura Street, 11th Floor  
Jacksonville, Florida 32202

**ARTICLE VIII**  
**Bylaws**

Bylaws shall be adopted, amended or repealed from time to time, either by the shareholders or the Board of Directors. Shareholders may prescribe in any Bylaws made by them that such Bylaws shall not be altered, repealed or amended by the Board of Directors.

**ARTICLE IX**  
**Amendments**

The Articles of Incorporation may be amended in the manner provided by law. Both the shareholders and Board of Directors may repeal, amend or adopt Bylaws for the Corporation, pursuant to these Articles, except that the shareholders may prescribe in any Bylaws made by them that such Bylaws shall not be altered, repealed or amended by the Board of Directors.

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IN WITNESS WHEREOF, for the purpose of forming a corporation under the laws of the State of Florida, the undersigned incorporator executed these Articles of Incorporation on this 11th day of March, 1996.

*Michael W. Briggs*

MICHAEL W. BRIGGS

Florida Bar No. 0898030

2/12/96

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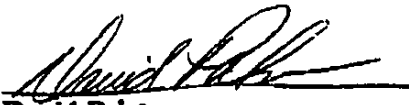
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**CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF  
REGISTERED AGENT OF  
BARNETT PAYMENT SERVICES, INC.**

Pursuant to sections 48.091 and 607.0501(b)(1), Florida Statute, the undersigned, having been designated as initial Registered Agent for the service of process within the State of Florida upon Barnett Payment Services, Inc., a corporation organized under the laws of the State of Florida, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of section 48.091(2) relating to maintenance of Registered Office business hours for the above-named corporation, the location of which Registered Office shall be 9000 Southside Boulevard, Building 600, Jacksonville, Florida 32256.

IN WITNESS WHEREOF, I, such designated Registered Agent, have hereto set my hand and seal at Jacksonville, Duval County, Florida, on the 11th day of March, 1996.

  
David Palm  
Registered Agent

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