SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER AUGUST 7, 1996.
AMOUNT DUE ON OR BEFORE 8/7/96: $225 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: $375.)

PROFIT CORPORATION ANNUAL REPORT **1996**

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # **S57142** **(9)**

1. Corporation Name

CARD SYSTEMS, INC.

Principal Place of Business	Mailing Address
6408 W. LINEBAUGH AVE. SUITE 106 TAMPA FL 33625-909 US	6408 W. LINEBAUGH AVE. SUITE 106 TAMPA FL 33625-909 US

3. Date Incorporated or Qualified: 06/05/1991
3a. Date of Last Report: 05/01/1995
4. FEI Number: 59-3068554 — Applied For / Not Applicable
5. Certificate of Status Desired [X] — $8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution [ ] — $5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes. [X] Yes [ ] No

2. Principal Place of Business: 21 ___ Suite, Apt #, etc 22 ___ City & State 23 ___ Zip 24 ___ Country 25 ___
2a. Mailing Address: 26 ___ Suite, Apt # etc 27 ___ City & State 28 ___ Zip 29 ___ Country 30 ___

9. Name and Address of Current Registered Agent

MILLER, HAROLD H
6408 W LINEBAUGH AVE
SUITE 106
TAMPA FL 33625

10. Name and Address of New Registered Agent

81 Name: GEORGE W. PHILLIPS
82 Street Address (P.O. Box Number is Not Acceptable): 14502 N. DALE MABRY
83 SUITE 200
84 City: TAMPA FL 85 Zip Code: 33618

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of Section 607.0505, Florida Statutes.

SIGNATURE: George W. Phillips (signature) — Signature, typed or printed name of registered agent and title if applicable (NOTE: registered Agent signature required when reinstating) — DATE: 7-23-96

12. OFFICERS AND DIRECTORS

TITLE	PD	[ ] DELETE
NAME	MILLER, HAROLD H.	
STREET ADDRESS	5708 PINEY LANE DRIVE	
CITY-ST-ZIP	TAMPA FL 44	
TITLE	S	[X] DELETE
NAME	MILLER, PAMELA J.	
STREET ADDRESS	5708 PINEY LANE DRIVE	
CITY-ST-ZIP	TAMPA FL 44	
TITLE	VP	[ ] DELETE
NAME	BINRGE, H JACK	
STREET ADDRESS	6408 W LINBAUGH AVENUE #108	
CITY-ST-ZIP	TAMPA FL 09	
TITLE	D	[ ] DELETE
NAME	REPH, GLENN A	
STREET ADDRESS	9089 CLAIREMONT MESA BLVD	
CITY-ST-ZIP	SAN DIEGO CA	
TITLE	D	[ ] DELETE
NAME	LEIBOWITZ, MARK S	
STREET ADDRESS	9089 CLAIREMONT MESA BLVD	
CITY-ST-ZIP	SAN DIEGO CA	
TITLE		[ ] DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	S	[ ] Change [X] Addition
1.2 NAME	DON E. HARRINGTON	
1.3 STREET ADDRESS	9089 CLAIREMONT MESA BLVD	
1.4 CITY-ST-ZIP	SAN DIEGO, CA 92123	
2.1 TITLE		[ ] Change [ ] Addition
2.2 NAME		
2.3 STREET ADDRESS		
2.4 CITY-ST-ZIP		
3.1 TITLE		[ ] Change [ ] Addition
3.2 NAME		
3.3 STREET ADDRESS		
3.4 CITY-ST-ZIP		
4.1 TITLE		[ ] Change [ ] Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY-ST-ZIP		
5.1 TITLE		[ ] Change [ ] Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY-ST-ZIP		
6.1 TITLE		[ ] Change [ ] Addition
6.2 NAME		
6.3 STREET ADDRESS		
6.4 CITY-ST-ZIP		

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14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 617, Florida Statutes, and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: (signature) President — SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR — Date: 6/26/96 — Daytime Phone #: (619) 576-2220 x101