

F98000006815
TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: EastPay, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Nicole E. Ficeto, Paralegal
(Name of Person)
Hunton & Williams
(Firm/Company)
951 East Byrd Street
(Address)
Richmond, Virginia 23219-4074
(City/State/Zip)

9/12/17
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*****78.75 *****78.75

Should you need to call someone concerning this matter, please call:

Nicole E. Ficeto at (804) 788-7308
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

HUNTON & WILLIAMS

RIVERFRONT PLAZA, EAST TOWER

951 EAST BYRD STREET

RICHMOND, VIRGINIA 23219-4074

TELEPHONE (804) 788-8200

FACSIMILE (804) 788-8218

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BRUSSELS, BELGIUM
CHARLOTTE, NORTH CAROLINA
HONG KONG, CHINA
KNOXVILLE, TENNESSEE

NICOLE E. FICETO
E-MAIL: NFICETO@HUNTON.COM

FILE NO.: 30132.8
DIRECT DIAL: (804) 788-7308

December 14, 1998

UPS OVERNIGHT

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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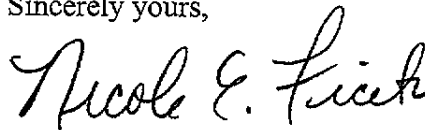
EastPay, Inc.

Dear Sir or Madam:

Please file the enclosed original Application by Foreign Corporation for Authorization to Transact business in Florida for EastPay, Inc. I also enclose a copy of the application. Once the original has been filed, please stamp the copy and remit it to me in the enclosed envelope. Also enclosed is a check for \$78.75 to cover the filing fee and for the certificate of status.

Please call me at (804) 788-7308 if you have any questions. Thank you for your prompt attention to this matter.

Sincerely yours,



Nicole E. Ficeto
Legal Assistant

Enclosures

cc: T. Adam Gregory, Esq.
Agustín E. Rodríguez, Esq.

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. EastPay, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Virginia 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. July 22, 1975 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. January 1, 1999
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 700 East Main Street, Suite 1411
Richmond, Virginia 23219
(Current mailing address)

8. See Exhibit A
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. **Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)**

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida, 32301
(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Karen B. Rozar
(Registered agent's signature) **Karen B. Rozar, As Its Agent**

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: Jennifer C. Garr

Address: Sun Trust Banks, Inc., 25 Park Place 13th
Atlanta, Georgia 30303

Vice Chairman: Johnnie Quinn

Address: NationsBank, 101 N. Tryon Street, NC1002-32-14
Charlotte, North Carolina 28255

Director: See Addendum to 12A

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Norman K. Robinson

Address: 11210 Lady Slipper Lane
Richmond, Virginia 23236

Vice President: _____

Address: _____

Secretary: Mickey Lawrence

Address: Guaranty Bank & Trust Co., 1641 Jacaranda Blvd.
Venice, Florida 34293

Treasurer: George Markle

Address: First Citizens Bank & Trust, 100 E. Tryon Road
Raleigh, North Carolina 27131

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. _____

Norman K. Robinson, President

(Typed or printed name and capacity of person signing application)

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Exhibit A

The purposes for which the corporation is organized are:

- (a) to develop, implement and administer on behalf of its members a system for effecting payments and other transfers of funds through electronic or other prescribed forms of media to be processed through an automated clearing house in accordance with rules to be promulgated from time to time by the Board of Directors of the corporation;
- (b) to supervise and coordinate the exchange of debit and credit entries among members and the settlement of balances resulting from such exchanges;
- (c) to foster and promote improvements in the payments system through more effective utilization of computer and communications technology or by other means;
- (d) to supervise and coordinate the exchange of debit and credit entries between members and other organizations with whom members desire to exchange such entries, and the settlement of balances resulting from such exchanges; and
- (e) to possess each and every power, privilege, right and immunity now or hereafter authorized or permitted by law to a corporation organized and existing pursuant to the provisions of the Virginia Nonstock Corporation Act or amendments thereto, continuations thereof, or substitutions therefor; and in addition thereto, to have any other rights, powers and privileges granted by the laws of this State to ordinary corporations so far as applicable to non-profit corporations.

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ADDENDUM TO 12 A

Name of Director:

Address:

Kenneth L. Greear

United National Bank
500 Virginia Street E.
Charleston, WV 25322

Bernie Tyndall

Centura Bank-MC000-907-0124
551 Winstead Avenue
Rocky Mount, NC 27804

Ralph E. Reardon

Coastal Federal Credit Union
333 St Alban's Drive
Raleigh N.C. 27609

Eddie Link

First Union National Bank
301 S. Colleg Street
Charlotte, NC 28288-0804

Monty J. Oliver

Lexington State Bank
38 West 1st Avenue
Lexington, NC 27292

Horace Allen

Crestar Bank
919 East Main Street
Richmond, VA 23219

Robert W. Malburg, Jr.

1st State Savings Bank
445 South Main Street
Burlington, NC 27215

Daniel Lanier

One Valley Bank, NA
Summer and Lee Streets
Charleston, WV 25301

George Markle

First Citizens Bank & Trust
100 East Tryon Road
Raleigh, NC 27131

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Ronald L. Burniske Chartway Federal Credit Union
160 Newton Road
Virginia Beach, VA 23462

A. Leon Tomblin First Virginia Bank - Southwest
1410 Coulter Drive
Roanoke, VA 24012

Sue Douglas State Employees Credit Union
100 Wade Avenue
Raleigh, NC 27605

Marshall E. Tyner BB&T
2501 Wooten Blvd.
Wilson, NC 27893

Steve P. Vaglio Barnett Bank, Inc.
50 North Laura Street
Jacksonville, FL 32203

Sondra R. Combs First National Bank of Naples
840 Goodlette Road
North Suite 201
Naples, FL 33940

Nanette Crocker AmSouth Bank
720 39th Street North
Birmingham, AL 35222

Tom Heinzmann Compupay, Inc.
8300 NW 53rd St., Suite 401
Miami, FL 33166

Linda Persandi Sun Trust Bank South Florida, N.A.
501 East Los Olas Blvd.
Ft. Lauderdale, FL 33301

Steve Potter Barnett Banks, Inc.
10401 Deerwood Park Blvd.
Jacksonville, FL 32256

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James A. Taylor

Southeast Corporate Federal Credit Union
3555 Commonwealth Blvd.
Tallahassee, FL 32303

Mickey Lawrence

Guaranty Bank & Trust Co.
1641 Jacaranda Blvd.
Venice, FL 34293

Anthony Gauteney

Bank Atlantic
1750 E. Sunrise Blvd.
Ft. Lauderdale, FL 33304

David Brock

Community Educator Credit Union
1030 South US Highway 1
Rockledge, FL 32955-2716

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Commonwealth of Virginia



State Corporation Commission

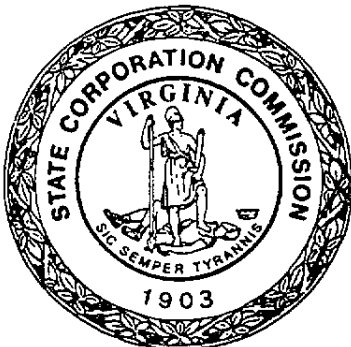
I Certify the Following from the Records of the Commission:

EastPay, Inc. is a corporation existing under and by virtue of the laws of Virginia, and is in good standing.

The date of incorporation is July 22, 1975.

Nothing more is hereby certified.

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Signed and Sealed at Richmond
on this Date: November 04, 1998

William J. Bridge

William J. Bridge, Clerk of the Commission