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GREENBERG  
ATTORNEYS AT LAW  
TRAURIG

January 19, 1999

Via Hand Delivery

Susan Payne  
Florida Department of State  
409 East Gaines Street  
Tallahassee, Florida 32399

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-01/21/99--01010--001  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Attention: Susan Payne, Senior Section Administrator

Re: *Correction to documents authorizing EastPay, Inc. to conduct its affairs in Florida. Resubmission of Merger Documents - EastPay, Inc. and The Payment Systems Network, Inc.*

In compliance with Section 617.1503, of the *Florida Statutes*, enclosed please find amended documents to authorize the non-profit entity, *EastPay, Inc.*, to transact business in Florida. Also, enclosed please find a check of \$35 to cover the fees on this amendment.

In addition, enclosed please find merger documents for *The Payment Systems Network, Inc.* and *EastPay, Inc.* Please file as soon as possible and return all documents to the attention of Michelle Beal in the Greenberg Traurig box located in your office.

Thank you for your assistance with this matter. Please contact me if you have any questions at (407) 418-2430.

Per michelle  
please backdate  
to 12/31/98

Very truly yours,

*Michele Turton*

Michele Turton  
Paralegal

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DIVISION OF CORPORATIONS  
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Encls.

cc: Angela Grinstead, Esq.

Corrects status  
From a profit  
to a non-profit  
corp  
1/20/99

ORLANDO/TURTONM/60807/1@x3011.DOC/1/19/99

**TRANSMITTAL LETTER**

**TO:** Qualification/Registration Section  
Division of Corporations

**SUBJECT:** EastPay, Inc.  
(Name of Corporation)

Dear Sir or Madam:

The enclosed "Application by Foreign Not for Profit Corporation for Authorization to Conduct its Affairs in Florida", "Certificate of Existence", and check are submitted to register the above referenced not for profit corporation to conducts its affairs 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 and Zip Code)

For further information concerning this matter, please call:

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

**STREET ADDRESS:**  
Qualification/Tax Lien Section  
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

Enclosed is a check for the following amount:

~~\$70.00 Filing Fee~~  \$78.75 Filing Fee &  \$78.75 Filing Fee &  \$87.50 Filing Fee,  
\$35 Amendment Certificate of Status Certified Copy Certificate of Status & Certified Copy

AMENDED

# APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN FLORIDA

IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN THE STATE OF FLORIDA:

1. EastPay, Inc.  
(Name of corporation: must include the word "INCORPORATED" or "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. "Company" or "Co." may not be used as a corporate suffix by a nonprofit corporation.)

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 corporation first conducted Affairs in Florida - See sections 617.1501, 617.1502, 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:

Corporation Service Company  
(Name)

1201 Hays Street  
(Office address)

Tallahassee, Florida, 32301  
(City) (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.*

Meliorah O. Skippin as agent  
(Registered agent's signature)

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

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official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

**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)

Norman K. Robinson, President  
(Typed or printed name and capacity of person signing application)

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.

**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 1<sup>st</sup> Avenue  
Lexington, NC 27292

Horace Allen

Crestar Bank  
919 East Main Street  
Richmond, VA 23219

Robert W. Malburg, Jr.

1<sup>st</sup> 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

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 39 <sup>th</sup> Street North Birmingham, AL 35222
Tom Heinzmann	Compupay, Inc. 8300 NW 53 <sup>rd</sup> 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

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