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State of Idaho

Department of State

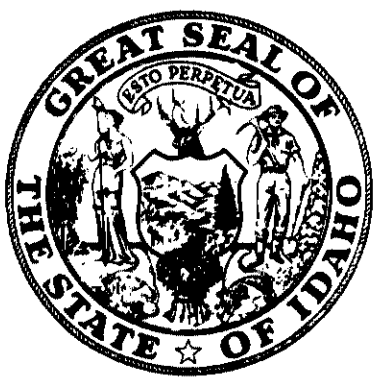
CERTIFICATE OF AUTHORITY OF

CHERRY PAYMENT SYSTEMS, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of CHERRY PAYMENT SYSTEMS, INC. for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to CHERRY PAYMENT SYSTEMS, INC. to transact business in this State under the name CHERRY PAYMENT SYSTEMS, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated **October 10, 1991**



Pete T. Cenarrusa
SECRETARY OF STATE

[Signature]
Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement.

RECEIVED
OCT 10 10 08 AM '91
SECRETARY OF STATE

1. The name of the corporation is CHERRY PAYMENT SYSTEMS, INC.

2. The name which it shall use in Idaho is _____

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of Illinois

4. The date of its incorporation is 12/22/89 and the period of its duration is Perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is 2001 Butterfield Rd., Suite 1000, Downers Grove, IL 60515

6. The address to which correspondence should be addressed, if different from that in item 5.

7. The street address of its proposed registered office in Idaho is 300 North 6th Street
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is CT CORPORATION SYSTEM

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
Any lawful act or activity for which corporations may
be organized under the Idaho Code.

9. The names and respective addresses of its directors and officers are:

Name	Office	Address
See Attached		

(continued on reverse)

Name

Office

Address

10' 48 30 01 01 720
STATE OF IDAHO

10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

11. This Application is accompanied by a certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: October 2 1991

CHERRY PAYMENT SYSTEMS, INC.

(Corporation Name)

By

David Giangreco Its President ~~Its President~~ (please specify)

and

JoAnn Väitenas Its ~~Secretary~~ Secretary (please specify)

STATE OF ILLINOIS)

) ss:

COUNTY OF WILL)

I, Imogene D. Angelo, a notary public, do hereby certify that on this 2nd day of October, 1991, personally appeared before me David Giangreco, who being by me first duly sworn, declared that (s)he is the President of CHERRY PAYMENT SYSTEMS, INC.

that (s)he signed the foregoing document as President of the corporation and that the statements therein contained are true.

" OFFICIAL SEAL "
IMOGENE D. ANGELO
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES 8/21/94

Imogene D. Angelo
Notary Public

CHERRY PAYMENT SYSTEMS, INC. (ILL. DOM.)

OFFICERS

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
James R. Elliott	2001 Butterfield Rd., Suite 1000 Downers Grove, IL 60515	CEO
David M. Giangreco	2001 Butterfield Rd., Suite 1000 Downers Grove, IL 60515	President
Charles F. Hendershot	2001 Butterfield Rd., Suite 1000 Downers Grove, IL 60515	Vice President - Gen. Csl.
JoAnne Viatenas	2001 Butterfield Rd., Suite 1000 Downers Grove, IL 60515	Secretary
Susan Weatherford	2001 Butterfield Rd., Suite 1000 Downers Grove, IL 60515	Treasurer

DIRECTORS

NAME

James R. Elliott	2001 Butterfield Rd., Suite 1000 Downers Grove, IL 60515
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To all to whom these Presents Shall Come, Greeting:

*I, George H. Ryan, Secretary of State of the State of Illinois,
do hereby certify that*

CHERRY PAYMENT SYSTEMS, INC., A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE DECEMBER 22, 1989, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE FILING OF ANNUAL REPORTS AND PAYMENT OF FRANCHISE TAXES, AND AS OF THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS*****

In Testimony Whereof, *I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois this _____ 7TH day of _____ OCTOBER _____ A.D., 19 91.*



George H Ryan
SECRETARY OF STATE