

State of Idaho

Office of the Secretary of State

CERTIFICATE OF AUTHORITY

OF

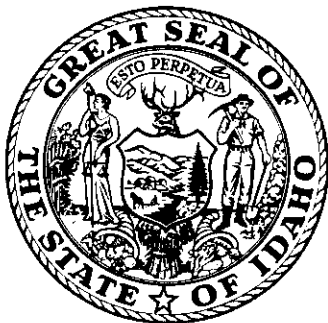
PAYWISE, INC.

File Number C 149972

I, BEN YSURSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Business Corporation Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: 11 July 2003



Ben Yursa

SECRETARY OF STATE

By *[Signature]*

APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

2003 JUL 11 AM 8:39
SECRETARY OF STATE
STATE OF IDAHO

The undersigned Corporation applies for a Certificate of Authority and states as follows:

1. The name of the corporation is:
Paywise, Inc.
2. The name which it shall use in Idaho is: Paywise
3. It is incorporated under the laws of: New York
4. Its date of incorporation is: January 4, 1993
5. The address of its principal office is:
122 E. 42nd Street New York NY 10168
6. The address to which correspondence should be addressed, if different from item 5, is:
175 Broad Hollow Road Melville NY 11747
7. The street address of its registered office in Idaho is: 300 N 6th Street Boise
and its registered agent in Idaho at that address is: CT Corporation System
8. The names and respective business addresses of its directors and officers are:

Name	Office	Address
<u>See Attached Listing</u>		

Dated: 6/30/03

Signature: [Signature]

Typed Name: Harvey Smalheiser

Capacity: Vice PresidentOf Taxation

Customer Acct #:

(if using pre-paid account)

Secretary of State use only

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forms\appforauthority_profit.pm6
Revised 07/2002

IDAHO SECRETARY OF STATE
07/11/2003 05:00
CK: 736860 CT: 171442 BH: 698506
1 @ 100.00 = 100.00 AUTH PRO # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

C149972

PAYWISE, INC.
(New York)

Directors

Julio Arrieta	175 Broad Hollow Road Melville, New York 11747
Patrick Lyons	175 Broad Hollow Road Melville, New York 11747
Aitor Retes	175 Broad Hollow Road Melville, New York 11747

Officers

Julio Arrietta - Chair of the Board and President	175 Broad Hollow Road Melville, New York 11747
Patrick Lyons- Chief Financial Officer	175 Broad Hollow Road Melville, New York 11747
Rose Cavagnolo - Vice President	122 E. 42 nd Street New York, New York 10168
Barbara Mass - Vice President	122 E. 42 nd Street New York, New York 10168
Harvey Smalheiser -Vice President, Taxes	175 Broad Hollow Road Melville, New York 11747
Jyrl Washington - Vice President, General Counsel and Secretary	175 Broad Hollow Road Melville, New York 11747
Diana R. Karabelas – Assistant Vice President, Assistant Secretary and Assistant General Counsel	175 Broad Hollow Road Melville, New York 11747

**State of New York } ss:
Department of State**

2003 JUL 11 AM 8:39
STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify, that the Certificate of Incorporation of PAYWISE, INC. was filed on 01/04/1993, under the name of PAYROLL PLANS, INC., with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation. I further certify the following:

A Biennial Statement was filed 02/04/1994.

A certificate changing name to PAYWISE, INC. was filed on 02/07/1994.

A Biennial Statement was filed 10/04/1995.

A Biennial Statement was filed 06/12/1997.

Certificate of Change was filed on 07/11/1997.

A Biennial Statement was filed 02/04/1999.

A Certificate of Change was filed on 09/15/1999.

A Certificate of Merger was filed on 03/15/2000.

A Biennial Statement was filed 02/16/2001.

A Biennial Statement was filed 01/30/2003.

I further certify, that no other documents have been filed by such Corporation.



*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 20th day of June
two thousand and three.*

Secretary of State