

State of Idaho

Department of State

CERTIFICATE OF AUTHORITY OF

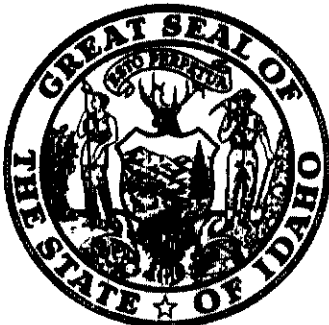
PAYWISE, INC.

File number C 106757

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of PAYWISE, 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 PAYWISE, INC. to transact business in this State under the name PAYWISE, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated: June 23, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sheryl Dewries*

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

RECEIVED
SEC. OF STATE
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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:

1. The name of the corporation is PayWise, 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 New York

4. The date of its incorporation is January 4, 1993 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

902 Broadway, New York, New York 10010

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

Same

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 C T Corporation System

8. The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are:

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the laws of Idaho.

(Continued on reverse)

Submit application and certificate of status to:

Office of the Secretary of State
Division of Corporations
Statehouse, Room 203
Boise, Idaho 83720

Secretary of State use only

IDAHO SECRETARY OF STATE
19940623 0900 90704 2
CK #: 46814 CUST# 4567
CORP
1@ 100.00= 100.00

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

Name	Office	Address
<u>Philippe Foriel-Destezet</u>	<u>President & Treasurer and Director</u>	<u>902 Broadway, New York , , New York 10010</u>
<u>Rose Cavagnolo</u>	<u>Vice President & Secretary</u>	<u>902 Broadway, New York , , New York 10010</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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: June 2, 1994

PayWise, Inc.

(Corporation Name)

By _____

Philippe Foriel-Destezet Its President/Vice President (please specify)

and _____

Rose Cavagnolo Its Secretary/Assistant Secretary (please specify)

STATE OF New York

COUNTY OF New York

I, EILEEN KEANG, a notary public, do hereby certify that on this 2nd day of June, 19 94, personally appeared before me Rose Cavagnolo, who being by me first duly sworn, declared that (s)he is the Secretary of _____

PayWise, Inc.

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

Eileen Keang
Notary Public

NOTARY PUBLIC
STATE OF NEW YORK
COMM. EXPIRES 12/31/95

State of New York } ss:
Department of State

I hereby certify, that the certificate of incorporation of PAYWISE, INC. was filed 01/04/1993, under the name of PAYROLL PLANS, INC., with perpetual duration, and that I have made a diligent examination of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, I find no such certificate, order or record, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

A Certificate of Amendment of PAYROLL PLANS, INC., changing name to PAYWISE, INC. , was filed 02/07/1994.

*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 28th day of April
one thousand nine hundred and
ninety-four.*



Secretary of State

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SEC. OF STATE
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