

State of Idaho

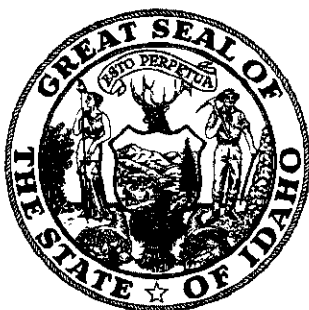
Office of the Secretary of State

CERTIFICATE OF AUTHORITY
OF
METRO CASH CARD INTERNATIONAL, INC.
File Number C 133462

I PETE T. CENARRUSA, 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: April 13, 2000



Pete T. Cenarrusa
SECRETARY OF STATE

By *Commander*

APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

To the Secretary of State of Idaho:

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

00 APR 13 AM 11:11
SECRETARY OF STATE
STATE OF IDAHO

- The name of the corporation is Metro Cash Card International, Inc.
- The name which it shall use in Idaho is Metro Cash Card International, Inc.
- It is incorporated under the laws of New York
- Its date of incorporation is July 16, 1997
- The address of its principal office is c/o Anne R. Stanton
441 Commerce Road, Vestal, NY 13850
- The address to which correspondence should be addressed, if different from item 5, is _____
c/o Anne R. Stanton, 441 Commerce Road, Vestal, NY 13850
- The street address of its registered office in Idaho is 1401 Shoreline Drive
Boise, ID 83702 Corporation Service Company
, and its registered agent in Idaho at that address is _____
- The names and respective business addresses of its directors and officers are:

Name	Office	Address
See attached officers/directors rider		

Dated: 3/21/00

Metro Cash Card International, Inc.

(Corporation name)

By Andre Haykal

Andre Haykal

Its Secretary

(specify capacity of signer)

Customer Acct # _____
IDAHO SECRETARY OF STATE

(if using pre-paid account)

64-13/2400-02-00
CX: 63133 CY: 18991 SN: 388779

1 @ 100.00 = 100.00 AUTH PRO # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

C133462

Revised 7/97

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OFFICERS/DIRECTORS RIDER

ID-Application for Certificate of Authority

Metro Cash Card International, Inc.

List of Officers

Name: Anne R. Stanton **Title:** President
Bus. Addr.: c/o Metro Cash Card International, Inc. 441 Commerce Road, Vestal , NY
13850

Name: Andre Haykal **Title:** Secretary
Bus. Addr.: c/o Metro Cash Card International, Inc. 441 Commerce Road, Vestal , NY
13850

Name: Anne R. Stanton **Title:** Treasurer
Bus. Addr.: c/o Metro Cash Card International, Inc. 441 Commerce Road, Vestal , NY
13850

Name: Andre Haykal **Title:** Vice President
Bus. Addr.: c/o Metro Cash Card International, Inc. 441 Commerce Road, Vestal, NY
13850

Name: Andre Haykal **Title:** Asst. Treasurer
Bus. Addr.: c/o Metro Cash Card International, Inc. 441 Commerce Road, Vestal , NY
13850

Name: Anne R. Stanton **Title:** Asst. Secretary
Bus. Addr.: c/o Metro Cash Card International, Inc. 441 Commerce Road, Vestal, NY
13850

List of Directors

Name: Anne R. Stanton **Term:** Dec 31, 2000
Bus. Addr.: c/o Metro Cash Card International, Inc. 441 Commerce Road, Vestal , NY
13850

Name: John Deighton **Term:** Dec 31, 2000
Bus. Addr.: c/o Harvard University Graduate School of Business, Boston, MA 02163

Name: Rodman L. Drake **Term:** Dec 31, 2000
Bus. Addr.: c/o Continuation Investments Group, Inc. 1251 Avenue of the Americas,
New York , NY 10020

Name: Ellen R. Marram **Term:** Dec 31, 2000
Bus. Addr.: c/o efdex, Inc. 6 Suburban Avenue, Stamford, CT 06901

RIDER 1

ID-Application for Certificate of Authority

Metro Cash Card International, Inc.

To engage in any act or activity for which corporations may be organized, but specifically the sale of discount coupon books. To engage in any act or activity for which corporations may be organized.

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

I hereby certify, that the Certificate of Incorporation of METRO CASH CARD INTERNATIONAL, INC. was filed on 07/16/1997, 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.

*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 10th day of April
two thousand.*



Special Deputy Secretary of State

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