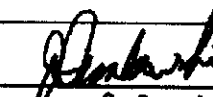
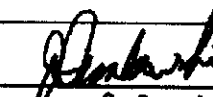
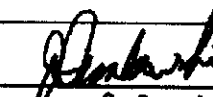


No. C102000	Annual Report Form Due No Later Than November 30,		Registered Agent and Office NOT A P.O. BOX																			
Return to: SECRETARY OF STATE 700 WEST JEFFERSON PO BOX 83720 BOISE, ID 83720 0080 NO FEE REQUIRED * FIRST NOTICE *	INTEGRATED PAYMENT SYSTEMS I TAX DEPARTMENT 5660 NEW NORTHSIDE DRIVE SUITE 1400 ATLANTA GA 30328		CORPORATION SERVICE COMPANY 1401 SHORELINE DR BOISE ID 83702																			
4. Corporations: Enter Names and Business Addresses of President, Secretary and Directors Limited Liability Companies: Enter Names and Addresses of <input type="checkbox"/> Managers or <input type="checkbox"/> Members (check one)			3. Organized Under the Laws of:																			
<table border="1"> <thead> <tr> <th>Office held</th> <th>Name</th> <th>Street or P.O. Address</th> <th>City</th> <th>State</th> <th>Zip</th> </tr> </thead> <tbody> <tr> <td>President/ Director</td> <td>Charles W. Brooks</td> <td>6200 South Quebec Street</td> <td>Englewood</td> <td>CO</td> <td>80111</td> </tr> <tr> <td>Secretary/ Director</td> <td>Kimberly S. Patmore</td> <td>6200 South Quebec Street</td> <td>Englewood</td> <td>CO</td> <td>80111</td> </tr> </tbody> </table>			Office held	Name	Street or P.O. Address	City	State	Zip	President/ Director	Charles W. Brooks	6200 South Quebec Street	Englewood	CO	80111	Secretary/ Director	Kimberly S. Patmore	6200 South Quebec Street	Englewood	CO	80111	DE C102000	
Office held	Name	Street or P.O. Address	City	State	Zip																	
President/ Director	Charles W. Brooks	6200 South Quebec Street	Englewood	CO	80111																	
Secretary/ Director	Kimberly S. Patmore	6200 South Quebec Street	Englewood	CO	80111																	
5. Signature of New Registered Agent		6. <table border="1"> <tr> <td>Signature </td> <td>Date 7/24/99</td> </tr> <tr> <td>Name (Type or Print) Kimberly P. Derobowski</td> <td>Title Attorney In Fact</td> </tr> </table>			Signature 	Date 7/24/99	Name (Type or Print) Kimberly P. Derobowski	Title Attorney In Fact														
Signature 	Date 7/24/99																					
Name (Type or Print) Kimberly P. Derobowski	Title Attorney In Fact																					

ISSUED: 07-03-1999

1891

Directors, Officers Report**Integrated Payment Systems Inc.**

Wednesday, September 01, 1999

DIRECTORS

Charles W. Brooks Director
SSN: [REDACTED]
Primary Address: 6200 South Quebec Street
Englewood, CO 80111
Home Address: [REDACTED]

Kimberly S. Patmore Director
SSN: [REDACTED]
Primary Address: 6200 South Quebec Street
Englewood, CO 80111
Home Address: [REDACTED]

OFFICERS

William E. Annaszewski Vice President - Finance, Treasurer & Assistant Secretary
SSN: [REDACTED]
Primary Address: 6200 South Quebec Street
Englewood, CO 80111
Home Address: [REDACTED]

Charles W. Brooks President
SSN: [REDACTED]
Primary Address: 6200 South Quebec Street
Englewood, CO 80111
Home Address: [REDACTED]

Jack W. Calabrese Senior Vice President - Operations
SSN: [REDACTED]
Primary Address: 6200 South Quebec Street
Englewood, CO 80111
Home Address: [REDACTED]

Kimberly S. Patmore Senior Vice President, Chief Financial Officer & Secretary
SSN: [REDACTED]
Primary Address: 6200 South Quebec Street
Englewood, CO 80111
Home Address: [REDACTED]

Scott T. Schierman Chief Operating Officer
SSN: [REDACTED]
Primary Address: 6200 South Quebec Street
Englewood, CO 80111
Home Address: [REDACTED]

Power of Attorney

The undersigned, acting in his capacity as President of Integrated Payment Systems Inc. (the "Company"), hereby appoints each of Bernard Rodman, Jerry P. Dembowski and Gary L. Schmidt signing singly, as the Company's true and lawful attorney-in-fact to:

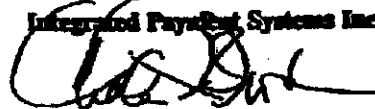
- (1) execute for and on behalf of the Company all applicable federal, state and local tax reporting documents in accordance with applicable laws;
- (2) perform other acts for and on behalf of the Company which may be necessary or desirable to complete and execute any such federal, state and local tax reporting documents; and
- (3) take any other action in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the Company, it being understood that the documents executed by such attorney-in-fact on behalf of the Company pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to the attorney-in-fact full power and authority to perform any of the rights and powers herein granted, and hereby ratifies and confirms all that the attorney-in-fact shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming any of the Company's responsibilities to comply with state and federal tax laws.

This Power of Attorney shall remain in full force and effect until revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this first day of August, 1996.

Integrated Payment Systems Inc.



Charles W. Brooks
President

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