

No. C102000

Annual Report Form

1997

2. Registered Agent and Office NOT A P.O. BOX

Due No Later Than November 30,

C T CORPORATION SYSTEM  
300 N 6TH ST

BOISE ID 83701

3. Organized Under the Laws of:  
DE C102000

Return to:  
SECRETARY OF STATE  
700 WEST JEFFERSON  
PO BOX 83720  
BOISE, ID 83720-0080  
NO FEE REQUIRED

1. Mailing Address - Please Correct if Not Correct

INTEGRATED PAYMENT SYSTEMS I  
TAX DEPARTMENT  
5660 NEW NORTHSIDE DRIVE  
SUITE 1400  
ATLANTA GA 30328

\* FIRST NOTICE \*

4. Corporations: Enter Names and Business Addresses of **President, Secretary and Directors**  
Limited Liability Companies: Enter Names and Addresses of  **Managers** or  **Members** (check one)

Office held      Name      Street or P.O. Address      City      State      Zip

SEE ATTACHED LIST

5. NATURE OF BUSINESS  
INFORMATION PROCESSING & PAYMENT  
SERVICE

6. Signature *Jerry D. Dembowski* Date 12/1/97  
Name (Typed or Printed) JERRY D. DEMBOWSKI Title AGENCY IN FACT

ISSUED: 07-04-1997

DO NOT TAPE OR STAPLE

1725

Corporate Officers

**Integrated Payment Systems Inc.**

<u>Directors</u>	<u>Title</u>
Charles W. Brooks	Director
Kimberly S. Patmore	Director

<u>Officers</u>	<u>Title</u>
William E. Anuszewski	Vice President - Finance
	Assistant Secretary
	Treasurer
Charles W. Brooks	President
Jack Calabrese	Senior Vice President - Operations
Kimberly S. Patmore	Chief Financial Officer
	Secretary
	Senior Vice President

Address(es) for Charles W. Brooks

Business Address  
 6200 S. Quebec Street -- Suite 430  
 Englewood, CO 80111

Residence Address

[REDACTED]

Address(es) for Jack Calabrese

Business Address  
 6200 So. Quebec Street  
 Englewood, CO 80111

Residence Address

[REDACTED]

Address(es) for Kimberly S. Patmore

Business Address  
 6200 South Quebec Street  
 Englewood, CO 80111

Residence Address

[REDACTED]

Address(es) for William E. Anuszewski

Business Address  
 6200 South Quebec Street  
 Englewood, CO 80111

Residence Address

[REDACTED]

Personal Information for William E. Anuszewski:

S.S. No.: [REDACTED]

Personal Information for Charles W. Brooks:

S.S. No.: [REDACTED]

Personal Information for Jack Calabrese:

S.S. No.: [REDACTED]

Personal Information for Kimberly S. Patmore:

S.S. No.: [REDACTED]

## Power of Attorney

The undersigned, acting in his capacity as President of Integrated Payment Systems Inc. (the "Company"), hereby appoints each of Bernard Rothman, 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