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ID Number: _____



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY

FILED
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By AMF
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CORPORATIONS DIV

Pursuant to the provisions of Section 7-1.2-1405 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is Chex Newco Corporation

2. It is incorporated under the laws of Minnesota

3. The name, if different, which it elects to use in Rhode Island is:

(a) If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:

(b) If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:

4. The date of its incorporation is 07/03/2008 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 _____
100 South 5th Street, #1075, Minneapolis, Minnesota, 55402

6. The address of its proposed registered office in Rhode Island is 10 Weybosset Street
(Street Address, not P.O. Box)

Providence, RI 02903 and the name of its proposed registered agent in Rhode Island at
(City/Town) (Zip Code)

that address is C T Corporation System
(Name of Agent)

7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:
Providing risk management services and solutions to financial institutions and other entities and any other lawful purpose

8. (a) The names and respective addresses of its directors (optional unless directors are required under the laws of the state or country of which it is incorporated).

	<u>Name</u>	<u>Address</u>
Director	_____	_____
Director	_____	_____
Director	_____	_____
Director	_____	_____

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(b) The names and respective addresses of its principal officers (mandatory if directors are not required under the laws of the state or country of which it is incorporated). **SEE ATTACHMENT**

	<u>Name</u>	<u>Address</u>
President	<u>John Poole</u>	<u>4900 N Scottsdale Rd, Ste 1000 Scottsdale AZ 85251</u>
Vice President	<u>Steven G. Fishbach</u>	<u>4900 N Scottsdale Rd, Ste 1000 Scottsdale AZ 85251</u>
Treasurer	<u>Michael E. Sax</u>	<u>601 Riverside Ave, Jacksonville FL 32204</u>
Secretary	<u>Juliet A. Lim</u>	<u>4900 N Scottsdale Rd, Ste 1000 Scottsdale AZ 85251</u>

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
<u>2,500</u>	<u>Common</u>		<u>0.0000</u>

10. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 0.

(b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 0.

(c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is 0%. [divide (b) by (a) and multiply by 100 to obtain the percentage].

11. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 0.

(b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 0.

(c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is 0% [divide (b) by (a) and multiply by 100 to obtain the percentage].

12. This application is accompanied by a certificate of Good Standing issued by the proper officer of the state or country under the laws of which it is incorporated.

13. This Application for Certificate of Authority shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing _____

Under penalty of perjury, I declare and affirm that I have examined this Application for Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: July 29, 2008

Juliet A. Lim
Signature of Authorized Officer of the Corporation

Juliet A. Lim
Type or Print Name of Authorized Officer

**Attachment to Rhode Island
Officers & Directors**

- 1 Full Name: Michael E. Sax
Officer/Director: Officer
Officer's Title: Senior Vice President
Business Address: 601 Riverside Ave
City: Jacksonville
State: FL
ZIP Code: 32204
- 2 Full Name: Paul P. Bjerke
Officer/Director: Officer
Officer's Title: Vice President
Business Address: 7805 Hudson Rd, Ste 100
City: Woodbury
State: MN
ZIP Code: 55125
- 3 Full Name: Greg Fioriti
Officer/Director: Officer
Officer's Title: Vice President
Business Address: 4900 N Scottsdale Rd, Ste 1000
City: Scottsdale
State: AZ
ZIP Code: 85251
- 4 Full Name: Barbara S. McDonald
Officer/Director: Officer
Officer's Title: Vice President
Business Address: 7805 Hudson Rd, Ste 100
City: Woodbury
State: MN
ZIP Code: 55125
- 5 Full Name: Martin R. Romain
Officer/Director: Officer
Officer's Title: Vice President
Business Address: 7805 Hudson Rd, Ste 100
City: Woodbury

State: MN
ZIP Code: 55125
6 Full Name: John C. Woods, Jr.
Officer/Director: Officer
Officer's Title: Vice President
Business Address: 4900 N Scottsdale Rd, Ste 1000
City: Scottsdale
State: AZ
ZIP Code: 85251

State of Minnesota

SECRETARY OF STATE

Certificate of Good Standing

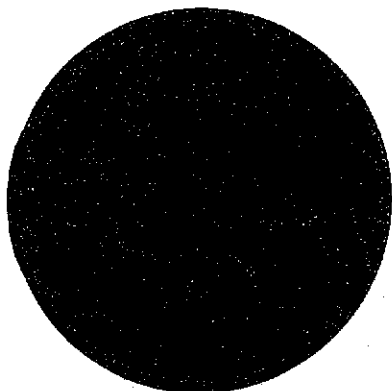
I, Mark Ritchie, Secretary of State of Minnesota, do certify that: The corporation listed below is a corporation formed under the laws of Minnesota; that the corporation was formed by the filing of Articles of Incorporation with the Office of the Secretary of State on the date listed below; that the corporation is governed by the chapter of Minnesota Statutes listed below; and that this corporation is authorized to do business as a corporation at the time this certificate is issued.

Name: CHEX NEWCO CORPORATION

Date Formed: 07/03/2008

Chapter Governed By: 302A

This certificate has been issued on 08/18/08.



Mark Ritchie
Secretary of State.



State of Rhode Island and Providence Plantations

A. Ralph Mollis

Secretary of State

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly
executed in accordance with the provisions of Title 7 of the General Laws
of Rhode Island, as amended, has been filed in this office on this day:

A handwritten signature in black ink that reads "A. Ralph Mollis".

A. RALPH MOLLIS

Secretary of State

