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To be filed annually between January 1st and March 1st

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND 02903

Corporate ID 62376 Annual Report for the year 1991

FIRST: The name of the corporation is HARBRIDGE MERCHANT SERVICES, INC

SECOND: It is incorporated under the laws of DELAWARE

THIRD: Character of business, briefly stated, is PROVIDER OF CREDIT CARD PROCESSING SERVICES & RETAILER OF RELATED EQUIPMENT

FOURTH: If foreign corporation, address of its principal office 2001 BUTTERFIELD RD DOWNERS GROVE, IL 60515

FIFTH: Business address in Rhode Island ONE HOSPITAL TRUST PLAZA #901 PROVIDENCE RI 02903

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name	Office	Address (including number, street, zip code)
MR BRIXE ANDERSON	Director	813 MINSI TRAIL, FRANKLIN LAKES, NJ 07417
MR. THOMAS ANDERSON	Director	525 E. 72nd ST., APT. 42 I, NY, NY 10021
MR. CHARLES MOORE	Director	6272 GREENWICH ST., APT. 4C NY, NY 10014
MR THOMAS STAUDT	President	230 BRAMPTON LANE, ~~HINSDALE~~ LAKE FOREST IL ~~60521~~ 60045
MR HARRY HASSELMANN, JR.	Vice President	530 PRINCETON RD, HINSDALE, IL 60521
MR HARRY HASSELMANN, JR.	Secretary	
NONE	Treasurer	

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
1000	COMMON		1¢

PAID
JUN 05 1992
SECY OF STATE

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
100	COMMON		1¢/SHARE $1 IN TOTAL

Dated 6-2 1992

HARBRIDGE MERCHANT SERVICES, INC
(Name of Corporation)

By [signature]

Title Secretary

(Report must be signed by an officer)

Form 31 1/85