

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

Form S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

Euronet Worldwide, Inc.
 (Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	4601 College Boulevard, Suite 300 Leawood, Kansas 66211 (Address of Principal Executive Offices)	74-2806888 (I.R.S. Employer Identification No.)
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Euronet Worldwide, Inc. 2006 Stock Incentive Plan
 (Full title of the plan)

Daniel R. Henry
 Chief Operating Officer and President
 Euronet Worldwide, Inc.
 4601 College Boulevard, Suite 300
 Leawood, Kansas 66211
 (913) 327-4200
 (Name, address and telephone number of agent for service)

Copies to:

Jeffrey B. Newman Executive Vice President, General Counsel & Secretary Euronet Worldwide, Inc. 1 Devonshire Street London W1W5NU United Kingdom	John A. Granda, Esq. Stinson Morrison Hecker LLP 1201 Walnut Kansas City, Missouri 64106 (816) 842-8600
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CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered (1)	Proposed maximum offering price (2)	Proposed maximum aggregate offering price (2)	Amount of registration fee
Common Stock, \$0.02 Par value per share	4,000,000	\$24.73	\$98,920,000.00	\$10,584.44
Preferred Share Purchase Rights (3)	4,000,000	(4)	(4)	(4)

(1) Pursuant to Rule 416(a), this amount also covers additional securities that may be offered as a result of stock splits, stock dividends or similar transactions.

(2) Estimated solely for purposes of calculating the registration fee in accordance with Rule 457(c) and (h)(1) under the Securities Act of 1933, as amended (the "Securities Act"), based on the average of the high and low prices of the Common Stock as quoted on the Nasdaq National Market on August 9, 2006.

(3) Each share of Common Stock to be registered includes one associated

preferred share purchase right issued pursuant to a Rights Agreement dated March 21, 2003, between the registrant and EquiServe Trust Company, N.A., as amended.

(4) No separate consideration is payable for the preferred share purchase rights. Therefore, the registration fee for such securities is included in the registration fee for the Common Stock.

INTRODUCTION

This Registration Statement on Form S-8 is filed by Euronet Worldwide, Inc. (the "Registrant"), relating to 4,000,000 shares of the Registrant's Common Stock, par value \$0.02 per share (the "Common Stock"), which may be issued pursuant to awards under the Euronet Worldwide, Inc. 2006 Stock Incentive Plan (the "Plan").

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Item 1. Plan Information *

Item 2. Registrant Information and Employee Plan Annual Information *

* The documents containing the information specified in Part I of Form S-8 will be sent or given to employees as specified by Rule 428(b)(1). Information about the Registrant required by Part I to be contained in a Section 10(a) prospectus is omitted from the Registration Statement in accordance with Rule 424 under the Securities Act, and the Note to Part I of Form S-8.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The following documents previously filed by the Registrant with the Securities and Exchange Commission (the "Commission") are incorporated herein by reference and made a part hereof:

1. The Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2005, including portions of the Registrant's Annual Proxy Statement filed April 10, 2006 that are incorporated by reference therein;
2. All other reports filed by the Registrant pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), since the end of the fiscal year ended December 31, 2005;
3. The description of the Registrant's Common Stock contained in the registration statement on Form 8-A/A, filed on November 24, 2004 with the Commission pursuant to Section 12 of the Exchange Act, including any subsequent amendment or report filed for the purpose of updating such description; and
4. The description of the Registrant's preferred stock purchase rights contained in the registration statement on Form 8-A/A, filed on November 24, 2004 with the Commission pursuant to Section 12 of the Exchange Act, including any subsequent amendment or report filed for the purpose of updating such description.

Additionally, all documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act, prior to the filing of a post-effective amendment, which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing such documents. Any statement contained in a document incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as modified or superseded, to constitute a part of this Registration Statement.

The following information contained in documents described above is not incorporated herein by reference, except to the extent any such document specifically provides for such incorporation: (i) information furnished under and exhibits relating to Items 7.01 and 2.02 of our Current Reports on Form 8-K, and (ii) any other information in documents described above which is not deemed to be filed with the Commission under Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section (except the information in Part I of our Quarterly Reports on Form 10-Q).

Item 4. Description of Securities.

Not applicable. The Company's Common Stock to be offered pursuant to this Registration Statement has been registered under Section 12 of the Exchange Act.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Section 145 of the General Corporation Law of the State of Delaware, as amended (the "DGCL"), provides that a corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, officer employee or agent of the corporation or is or was serving at its request in such capacity in another corporation or business association, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.

Section 102(b)(7) of the DGCL permits a corporation to provide in its certificate of incorporation that a director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the DGCL, or (iv) for any transaction from which the director derived an improper personal benefit.

Article NINTH of the Registrant's Certificate of Incorporation, as amended, provides for the elimination of personal liability of a director for breach of fiduciary duty as permitted by Section 102(b)(7) of the DGCL.

Article EIGHTH of the Registrant's Certificate of Incorporation, as amended, and Article VII of the Registrant's By-laws, as amended, provide that the Registrant shall indemnify directors and officers to the fullest extent permitted by the DGCL.

The Registrant also maintains insurance for the benefit of its directors and officers to insure these persons against certain liabilities, including liabilities under the securities laws.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

See Exhibit Index hereto, which is incorporated herein by reference.

Item 9. Undertakings.

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

- (ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement.
- (iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

Provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the registration statement is on Form S-8, and the information required to be included in the post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement.

- (2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (3) To remove from registration by means of a post effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of any employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Leawood, State of Kansas, on this [] day of August, 2006.

EURONET WORLDWIDE, INC.

By: /s/ Michael J. Brown

Michael J. Brown
Chairman of the Board of
Directors,
Chief Executive Officer and
Director

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each individual whose signature appears below constitutes and appoints Michael J. Brown and Daniel R. Henry, and each of them, the undersigned's true and lawful attorneys-in-fact and agents with full power of substitution for the undersigned and in the undersigned's name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to sign any registration statement for the same offering covered by this Registration Statement that is to be effective upon filing pursuant to Rule 462(b) promulgated under the Securities Act of 1933, as amended, and all post-effective amendments thereto, and to file the same, with all exhibits thereto and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or his or their substitute or substitutes, may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

Signature	Title	Date
/s/ Michael J. Brown ----- Michael J. Brown	Chairman of the Board of Directors, Chief Executive Officer and Director (Principal Executive Officer)	
/s/ Daniel R. Henry ----- Daniel R. Henry	Chief Operating Officer, President and Director	

/s/ Rick L. Weller Chief Financial Officer and

Rick L. Weller Chief Accounting Officer
 (Principal Financial and
 Accounting Officer)

/s/ Thomas A. McDonnell Director

Thomas A. McDonnell

/s/ Andzrej Olechowski Director

Andzrej Olechowski

/s/ Andrew B. Schmitt Director

Andrew B. Schmitt

EXHIBIT INDEX

The following Exhibits are filed herewith or incorporated by reference herein as part of this Registration Statement.

Exhibit Number -----	Description -----
4.1	Certificate of Amendment to Certificate of Incorporation of Euronet Worldwide, Inc. dated June 29, 2006
4.2	Certificate of Incorporation of Euronet Worldwide, Inc., as amended
4.3	By-laws of Euronet Worldwide, Inc. (filed as Exhibit 3.2 to the Registrant's Registration Statement on Form S-1 filed on December 18, 1996 (Registration No. 333-18121), and incorporated by reference herein)
4.4	Amendment No. 1 to Bylaws of Euronet Worldwide, Inc. (filed as Exhibit 3(ii) to the Company's Quarterly Report on Form 10-Q for the fiscal period ended March 31, 1997, and incorporated by reference herein)
4.5	Amendment No. 2 to Bylaws of Euronet Worldwide, Inc. (filed as Exhibit 3.1 to the Company's Current Report on Form 8-K filed on March 24, 2003, and incorporated by reference herein)

- 4.6 Rights Agreement, dated as of March 21, 2003, between Euronet Worldwide, Inc. and EquiServe Trust Company, N.A. (filed as Exhibit 4.1 to the Company's current report on Form 8-K filed on March 24, 2003, and incorporated by reference herein)
- 4.7 First Amendment to Rights Agreement, dated as of November 28, 2003, between Euronet Worldwide, Inc. and EquiServe Trust Company, N.A. (filed as Exhibit 4.1 to the Company's current report on Form 8-K filed on December 4, 2003, and incorporated by reference herein)
- 4.8 Euronet Worldwide, Inc. 2006 Stock Incentive Plan (filed as Appendix 1 to the Registrant's Definitive Proxy Statement filed on April 10, 2006, and incorporated by reference herein)
- 5.1 Opinion of Stinson Morrison Hecker LLP
- 23.1 Consent of KPMG LLP
- 23.2 Consent of Stinson Morrison Hecker LLP (included in Exhibit 5.1)
- 24.1 Power of Attorney (included in signature page hereto)

CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF INCORPORATION
OF
EURONET WORLDWIDE, INC.

Euronet Worldwide, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation") hereby certifies as follows:

FIRST: That on March 8, 2006, the directors of the Corporation adopted a resolution setting forth a proposed amendment to the Certificate of Incorporation of the Corporation declaring the advisability thereof, and calling for consideration of the proposed amendment by the Corporation's stockholders. The resolution setting forth the proposed amendment is as follows:

NOW THEREFORE BE IT RESOLVED, that Article FOURTH (a) of the Certificate of Incorporation, as amended, shall be amended to read as follows:

FOURTH: (a) The total number of shares of all classes of capital stock which the Corporation shall have authority to issue is One Hundred Million (100,000,000) shares, consisting of:

1. Ten Million (10,000,000) shares of preferred stock, par value two cents (\$0.02) per share ("Preferred Stock");
2. Ninety Million (90,000,000) shares of common stock, par value two cents (\$0.02) per share ("Common Stock").

SECOND: That thereafter, at the Annual Meeting of stockholders of the Corporation held on May 18, 2006, the stockholders adopted a resolution approving the foregoing amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the Delaware General Corporation Law.

IN WITNESS WHEREOF, the Corporation has caused this certificate to be signed by its authorized officer this 29th day of June, 2006.

EURONET WORLDWIDE, INC.

By: /s/ Jeffrey B. Newman

Jeffrey B. Newman
Executive Vice President,
General Counsel and Secretary

CERTIFICATE OF INCORPORATION
OF
EURONET SERVICES INC.

FIRST: The name of the corporation (the "Corporation") is:

Euronet Services Inc.

SECOND: (a) The address of the registered office of the Corporation in Delaware is:

Corporation Trust Center
1209 Orange Street
City of Wilmington, County of New Castle
Delaware 19801

(b) The name of the Corporation's registered agent at the address of its registered office is:

The Corporation Trust Company

THIRD: The purpose of the Corporation is to engage in, promote and carry on any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH: (a) The total number of shares of all classes of capital stock which the Corporation shall have authority to issue is Forty Million Shares (40,000,000) shares consisting of:

1. Ten Million (10,000,000) shares of preferred stock, par value one cent (\$.01) per share (the "Preferred Stock");
2. Thirty Million (30,000,000) shares of common stock, with a par value of one cent (\$.01) per share ("Common Shares");

(b) The Board of Directors is hereby expressly authorized, subject to any limitations prescribed by law, to provide for the issuance of the shares of Preferred Stock in series, and by filing a certificate pursuant to the applicable law of the State of Delaware (such certificate being hereinafter referred to as a "Preferred Stock Designation"), to establish from time to time the number of shares to be included in each such series, and to fix the designation, powers, preferences and rights of the shares of each such series and any

qualifications, limitations or restrictions thereof. The number of authorized shares of the Preferred Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of two-thirds (2/3) of the outstanding Common Stock, without a vote of the holders of the Preferred Stock, or of any series thereof, unless a vote of any such holders is required pursuant to the terms of any Preferred Stock Designation.

FIFTH: The powers of the Incorporator are to terminate upon the election of the first Board of Directors. The name and address of the Incorporator are as follows:

Jeffrey B. Newman
c/o Arent Fox
1050 Connecticut Avenue, N.W.
Washington, D.C. 20036-5339

SIXTH: The Corporation shall be managed by the Board of Directors, which shall exercise all powers conferred under the laws of the state of Delaware. The number of directors shall be fixed from time to time exclusively by the Board of Directors pursuant to a resolution adopted by a majority of the entire Board of Directors.

The directors, other than those who may be elected by the holders of any class or series of Preferred Stock, shall be divided into three classes, as nearly equal in number as reasonably possible, with the term of office of the first class to expire at the conclusion of the first annual meeting of stockholders, the term of office of the

second class to expire at the conclusion of the annual meeting of stockholders one year thereafter and the term of office of the third class to expire at the conclusion of the annual meeting of stockholders two years thereafter, with each director to hold office until his or her successor shall have been duly elected and qualified. At each annual meeting of stockholders following such initial classification and election, directors elected to succeed those directors whose terms expire shall be elected for a term of office to expire at the third succeeding annual meeting of stockholders after their election, with each director to hold office until his or her successor shall have been duly elected and qualified.

Notwithstanding any contained in this Certificate of Incorporation or the Bylaws of the Corporation to the contrary, the affirmative vote of the holders of at least 80% of the combined voting power of the then outstanding shares of stock of the Corporation then entitled to vote generally in the election of directors, voting together as a single class, shall be required to alter, amend, adopt any provision inconsistent with or repeal this Article SIXTH.

SEVENTH: The provisions for the regulation of the internal affairs of the Corporation shall be stated in the Corporations's Bylaws, as they may be amended from time to time. The Board of Directors shall be authorized to adopt, amend or repeal the Bylaws.

EIGHTH: The Corporation shall indemnify each of the individuals who may be indemnified to the fullest extent permitted by Section 145 of the General Corporation Law of the State of Delaware, as it may be amended from time to time ("Section 145"), (i) in each and every situation where the Corporation is obligated to make such indemnification pursuant to Section 145, and (ii) in each and every situation where, under Section 145, the Corporation is not obligated, but is permitted or empowered, to make such indemnification. The Corporation shall promptly make or cause to be made any determination which Section 145 requires.

NINTH: A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. This provision shall not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of the State of Delaware, or (iv) for any transaction from which the director derived any improper personal benefit. If the General Corporation Law of the State of Delaware is subsequently amended to further eliminate or limit the liability of the director, then a director of the Corporation, in addition to the circumstances in which a director is not personally liable as set forth in the preceding sentence, shall not be liable to the fullest extent permitted by the amended General Corporation Law of the State of Delaware.

TENTH: The Corporation reserves the right to amend or repeal any provision contained in this Certificate of Incorporation in the manner prescribed by the laws of the State of Delaware and all rights conferred upon stockholders are granted subject to this reservation.

By executing this Certificate of Incorporation, I hereby declare and certify that this is my act and deed and the facts stated in this Certificate of Incorporation are true.

Dated: December 13, 1996

/s/ Jeffrey B. Newman

Jeffrey B. Newman

Certificate of Correction
Being Filed to Correct
Certain Errors in
The Certificate of Incorporation
of
Euronet Services Inc.

Euronet Services Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the Corporation), does hereby certify the following:

FIRST: The name of the Corporation is:

Euronet Services Inc.

SECOND: The Certificate of Incorporation (the Certificate) was filed by the Secretary of State of the State of Delaware on December 13, 1996 and the Certificate requires correction as permitted by Section 103(f) of the General Corporation Law of the State of Delaware.

THIRD: The Certificate incorrectly stated Article FOURTH(a) as follows:

FOURTH: (a) The total number of shares of all classes of capital stock which the Corporation shall have authority to issue is Forty Million Shares (40,000,000) shares consisting of:

1. Ten Million (10,000,000) shares of preferred stock, par value one cent (\$.01) per share (the "Preferred Stock");

2. Thirty Million (30,000,000) shares of common stock, with a par value of one cent (\$.01) per share ("Common Shares");

The foregoing Article FOURTH(a) was erroneously stated since the par value of the stock is incorrect.

FOURTH: The inaccuracy of the Certificate is hereby corrected, by deleting the present Article FOURTH(a) and inserting a new Article FOURTH(a) as follows:

FOURTH: (a) The total number of shares of all classes of capital stock which the Corporation shall have authority to issue is Forty Million Shares (40,000,000) shares consisting of:

1. Ten Million (10,000,000) shares of preferred stock, par value two cents (\$.02) per share (the "Preferred Stock");

2. Thirty Million (30,000,000) shares of common stock, with a par value of two cents (\$.02) per share ("Common Shares");

IN WITNESS WHEREOF, this Certificate of Correction is executed on this 4th day of March, 1997, by the Secretary of the Corporation in accordance with Section 103(a)(2) of the General Corporation Law of the State of Delaware.

/s/ Jeffrey B. Newman

Jeffrey B. Newman,
Secretary

STATE of DELAWARE
CERTIFICATE of AMENDMENT of
CERTIFICATE of INCORPORATION

First: That at a meeting of the Board of Directors of Euronet Services Inc. resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

Resolved, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "First" so that, as amended, said Article shall be and read as follows:

"First: The name of the corporation (the "Corporation") is: Euronet Worldwide, Inc."

Second: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

Third: The said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

Fourth: That the capital of said corporation shall not be reduced under or by reason of said amendment.

BY: /s/ Jeffrey Newman

(Authorized Officer)

NAME: JEFFREY NEWMAN

(Type or Print)

STATE of DELAWARE
CERTIFICATE of AMENDMENT of
CERTIFICATE of INCORPORATION

First: That at a meeting of the Board of Directors of Euronet Worldwide, Inc. resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

Resolved, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "FOURTH" so that, as amended, said Article shall be and read as follows:

"FOURTH: (a) The total number of shares of all classes of capital stock which the Corporation shall have authority to issue is Seventy Million (70,000,000) shares, consisting of:

1. Ten Million (10,000,000) shares of preferred stock, par value two cents (\$0.02) per share ("Preferred Stock");
2. Sixty Million (60,000,000) shares of common stock, par value two cents (\$0.02) per share ("Common Stock")."

Second: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

Third: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

Fourth: That the capital of said corporation shall not be reduced under or by reason of said amendment.

BY: /s/ Michael J. Brown

(Authorized Officer)

NAME: MICHAEL J. BROWN

(Type or Print)

Attested to BY: /s/ Jeffrey B. Newman

(Corporate Secretary)

NAME: JEFFREY B. NEWMAN

(Type or print)

STATE of DELAWARE
CERTIFICATE of CORRECTION
FILED TO CORRECT
A CERTAIN ERROR IN THE CERTIFICATE OF
AMENDMENT OF CERTIFICATE OF INCORPORATION OF
EURONET WORLDWIDE, INC.
FILED IN THE OFFICE OF THE SECRETARY OF STATE
OF DELAWARE ON DECEMBER 11, 2001

Euronet Worldwide, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

1. The name of the corporation is Euronet Worldwide, Inc.
2. That a Certificate of Amendment of Certificate of Incorporation was filed by the Secretary of State of Delaware on December 11, 2001, and that said Certificate requires correction as permitted by Section 103 of the General Corporation Law of the State of Delaware.
3. The inaccuracy or defect of said Certificate to be corrected is as follows: The Certificate states it is an amendment to Article "FOURTH"; however, it should state it is an amendment to Article "FOURTH (a)".
4. Article First of the Certificate of Amendment is corrected to read as follows:

First: That at a meeting of the Board of Directors of Euronet Worldwide, Inc. resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

Resolved, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof number "FOURTH (a)" so that, as amended, said Article shall be and read as follows:

"FOURTH: (a) The total number of shares of all classes of capital stock which the Corporation shall have authority to issue is Seventy Million (70,000,000) shares, consisting of:

1. Ten Million (10,000,000) shares of preferred stock, par value two cents (\$0.02) per share ("Preferred Stock");
2. Sixty Million (60,000,000) shares of common stock, par value two cents (\$0.02) per share ("Common Stock")."
5. The remainder of the Article shall be in full force and effect.

In Witness Whereof, said Euronet Worldwide, Inc. has caused this Certificate to be signed by Jeffrey B. Newman, an authorized officer, this 8th day of February, 2002.

By: /s/ Jeffrey B. Newman

 (Authorized Officer)

Name: Jeffrey B. Newman
Title: Executive Vice President

CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF INCORPORATION
OF
EURONET WORLDWIDE, INC.

Euronet Worldwide, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation") hereby certifies as follows:

FIRST: That on March 8, 2006, the directors of the Corporation adopted a resolution setting forth a proposed amendment to the Certificate of Incorporation of the Corporation declaring the advisability thereof, and calling for consideration of the proposed amendment by the Corporation's stockholders. The resolution setting forth the proposed amendment is as follows:

NOW THEREFORE BE IT RESOLVED, that Article FOURTH (a) of the Certificate of Incorporation, as amended, shall be amended to read as follows:

FOURTH: (a) The total number of shares of all classes of capital stock which the Corporation shall have authority to issue is One Hundred Million (100,000,000) shares, consisting of:

1. Ten Million (10,000,000) shares of preferred stock, par value two cents (\$.02) per share ("Preferred Stock");
2. Ninety Million (90,000,000) shares of common stock, par value two cents (\$.02) per share ("Common Stock").

SECOND: That thereafter, at the Annual Meeting of stockholders of the Corporation held on May 18, 2006, the stockholders adopted a resolution approving the foregoing amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the Delaware General Corporation Law.

IN WITNESS WHEREOF, the Corporation has caused this certificate to be signed by its authorized officer this 29th day of June, 2006.

EURONET WORLDWIDE, INC.

By: /s/ Jeffrey B. Newman

Jeffrey B. Newman
Executive Vice President,
General Counsel and Secretary

Exhibit 5.1

1201 Walnut, Suite 2900
Kansas City, MO 64106-2150

Tel (816) 842-8600
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August 10, 2006

Euronet Worldwide, Inc.
4601 College Boulevard
Suite 300
Leawood, Kansas 66211

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to Euronet Worldwide, Inc., a Delaware corporation (the "Company"), in connection with the Registration Statement on Form S-8 (the "Registration Statement") filed with the Securities and Exchange Commission (the "Commission") by the Company on or about the date hereof under the Securities Act of 1933, as amended (the "Act"). The Registration Statement relates to 4,000,000 shares of the Company's common stock, \$0.02 par value per share (collectively, the "Shares"), to be issued by the Company under its 2006 Stock Incentive Plan ("Plan").

In connection therewith, we have relied upon, among other things, our examination of such documents, records of the Company and certificates of its officers and public officials as we have deemed necessary for purposes of the opinions expressed below. We express no opinion as to matters under or involving the laws of any jurisdiction other than the corporate law of the State of Delaware and the federal law of the United States of America.

For purposes of the opinion expressed below, we have assumed (i) the authenticity of all documents submitted to us as originals, (ii) the conformity to original documents of all documents submitted to us as certified or photostatic copies and the authenticity of the originals and (iii) the due authorization, execution and delivery of all documents by all parties and the validity, binding effect and enforceability thereof (other than the authorization, execution and delivery of documents by the Company). This opinion assumes that the provisions of the Company's Certificate of Incorporation will not be amended after the date hereof.

Based upon and subject to the foregoing, and having regard for such legal considerations as we have deemed relevant, assuming that upon issuance such shares together with all shares of Common Stock previously issued or reserved for issuance and not duly and lawfully retired do not exceed 90,000,000 shares, and assuming that the consideration paid for such shares complies with the applicable provisions of the Delaware General Corporation Law and the Delaware Constitution regarding the

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form and amount of consideration required for valid issuance of capital stock, upon the issuance and sale of said 4,000,000 shares for the consideration and upon the terms and conditions set forth in the Plan, said shares will be legally issued, fully paid and non-assessable.

We hereby consent to the filing of this opinion with the Commission as an exhibit to the Registration Statement and the reference to our firm in the Registration Statement.

We do not undertake to advise you of any changes in the opinions expressed herein from matters that might hereafter arise or be brought to our attention.

Very truly yours,

STINSON MORRISON HECKER LLP

Consent of Independent Registered Public Accounting Firm

The Board of Directors
Euronet Worldwide, Inc.

We consent to the incorporation by reference in the Registration Statement, Form S-8 used to register four million common shares pursuant to the 2006 Stock Incentive Plan of Euronet Worldwide, Inc. of our report dated March 8, 2006 with respect to the consolidated balance sheets of Euronet Worldwide, Inc. and subsidiaries as of December 31, 2005 and 2004, and the related consolidated statements of income, changes in stockholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2005, and our report dated March 8, 2006 with respect to management's assessment of the effectiveness of the Company's internal control over financial reporting as of December 31, 2005 and the effectiveness of the Company's internal control over financial reporting as of December 31, 2005.

Our report dated March 8, 2006 on management's assessment of the effectiveness of internal control over financial reporting and the effectiveness of internal control over financing reporting as of December 31, 2005 contains an explanatory paragraph that states Euronet Worldwide, Inc. acquired Telerecarga S.A. (Telerecarga) and Instreamline S.A. (Instreamline) during 2005, and management excluded from its assessment of the effectiveness of Euronet Worldwide, Inc.'s internal control over financial reporting as of December 31, 2005 Telerecarga's and Instreamline's internal control over financial reporting associated with total assets of \$110.8 million and total revenues of \$25.5 million, included in the consolidated financial statements of Euronet Worldwide, Inc. and subsidiaries as of and for the year ended December 31, 2005. Our audit of internal control over financial reporting of Euronet Worldwide, Inc. and subsidiaries also excluded an evaluation of the internal control over financial reporting of Telerecarga and Instreamline.

/s/ KPMG LLP

Kansas City, Missouri
August 9, 2006