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Division of Corporations SECRETARY OF STATE
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FLORIDA/FOREIGN LIMITED LIABILITY CO.

universal payment systems, l.l.c.

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ARTICLES OF ORGANIZATION

OF

2006 MAY 12 A 9:55

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

UNIVERSAL PAYMENT SYSTEMS, L.L.C.

a Florida Limited Liability Company

ARTICLE I
NAME

The name of this Limited Liability Company is

UNIVERSAL PAYMENT SYSTEMS, L.L.C., (the "Company")

ARTICLE II
PURPOSE

A. Purposes. The Company is organized for any legal and lawful purpose for which a limited liability company may be organized pursuant to Chapter 608, Fla. Stat. as the same may be amended from time to time.

B. Powers. The Company shall have and may exercise all powers and rights which a limited liability company may exercise pursuant to Chapter 608, Fla. Stat., as the same may be amended from time to time.

ARTICLE III
ADDRESS

The mailing and street address of the Company's principal place of business is 12951 S.W. 80 Street, Miami, Florida 33183.

Prepared by: JESUS F. BUJAN, ESQUIRE
782 N.W. Lejeune Road, Suite 530
Miami, Florida 33126
(305) 442-1439
Florida Bar No. 401560

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TALLAHASSEE, FLORIDA

ARTICLE IV
DURATION

The period of duration of the Company shall be perpetual. The remaining members are given the right to continue the business of the limited liability company on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member, upon a meeting and unanimous vote within sixty days of said event(s) to continue said business.

ARTICLE V
MANAGEMENT

The management of the Company shall be reserved to the members. The members shall have the power and the authority to act on behalf of the Company as provided in Chapter 608, Fla. Stat., as the same may be amended from time to time, and as further provided in the Regulations of the Company.

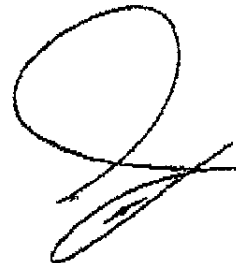
ARTICLE VI
MEMBERS

The names and addresses of the initial members are as follows:

Jesus Torresvalle Echeverria
12951 S.W. 80 Street
Miami, Florida 33183

Rosario Altamirano
12951 S.W. 80 Street
Miami, Florida 33183

Juan Velazquez
12951 S.W. 80 Street
Miami, Florida 33183



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ARTICLE VII
ADMISSION OF NEW MEMBERS

The members shall not have the right to admit new members to the Company. New members may come into the Company only upon the agreement of those members owning at least one hundred percent (100%) of the interest in the Company and upon such terms and conditions as the existing members may unanimously agree.

ARTICLE VIII
MEMBER VOTING

A. Member Voting. All members of the Company shall be entitled to vote on matters relating to the Company. Each Member's vote shall be weighted in accordance with the Regulations of the Company.

B. Additional Contributions. The Members shall make additional capital contributions from time to time, as required by the Regulations adopted by the Company.

ARTICLE IX
ADOPTION OF REGULATIONS

The members shall adopt Regulations for the Company, which Regulations may contain any provision for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization or Chapter 608, Fla. Stat.

ARTICLE X
AMENDMENT OF ARTICLES OF ORGANIZATION

These Articles may be amended at any time by a resolution adopted by the members, in conformity with the Regulations permitting said amendment, at any annual or special meeting.

ARTICLE XI
INITIAL ADDRESS OF REGISTERED OFFICE
AND DESIGNATION OF REGISTERED AGENT



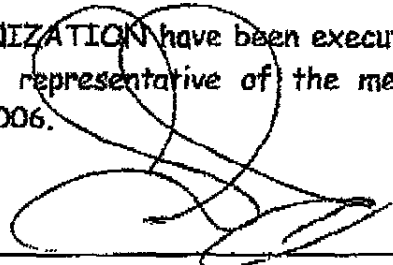
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The street address of the initial registered office of this limited liability company in the State of Florida is 12951 S.W. 80 Street, Miami, Florida 33183. The Members may from time to time, without amending these Articles, move the registered office to any other address within the State of Florida.

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STATE
TALLAHASSEE, FLORIDA

The initial Registered Agent is designated as Arturo Altamirano. The Registered Agent of the limited liability company may be changed at any time by a vote of the Members without an amendment of these Articles.

THESE ARTICLES OF ORGANIZATION have been executed by the undersigned member or authorized representative of the member this 12 day of May 2006.



Jesus Torresvalle Echeverria

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE
OF THE UNIVERSAL PAYMENT SYSTEMS, L.L.C.**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507,
FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY
COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING
THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF
FLORIDA

1. The name of the Limited Liability Company is:

Universal Payment Systems, L.L.C.

2. The name and address of the registered agent and office is:

Arturo Altamirano
12951 S.W. 80 Street
Miami, Florida 33183

Having been named as Registered Agent and to accept service of process for
the above stated Limited Liability Company at the place designated in this
Certificate, I hereby accept the appointment as Registered Agent and agree
to act in this capacity. I further agree to comply with the provisions of all
statutes relating to the proper and complete performance of my duties, and
I am familiar with and accept the obligations of my position as Registered
Agent.


Arturo Altamirano

MAY 12, 2005
(Date)

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