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CHARLES C. STEBBINS, III (ALSO AL)
J. RANDAL HALL
JAMES S. (JEB) MURRAY (ALSO SC)
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April 5, 2007

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

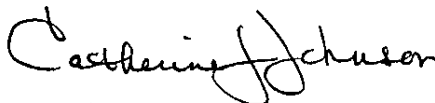
RE: TBW L.L.C.

Dear Sir or Madam:

Enclosed for filing is the original and one copy of the Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida and Certificate of Existence, along with our firm's check in the amount of \$125.00 to cover the filing fee. Please return to me a filed-stamped copy of the Application.

If you have any questions, please do not hesitate to contact me.

Sincerely,



Catherine J. Johnson
Secretary to J. Randal Hall

Enclosures

SECRETARY OF STATE
TALLAHASSEE, FL

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: TBW L.L.C.
(Name of Limited Liability Company)

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

J. Randal Hall
(Name of Person)

Warlick, Tritt, Stebbins & Hall, LLP
(Firm/Company)

600 Broad Street, P.O. Box 1495
(Address)

Augusta, Georgia 30903-1495
(City/State and Zip Code)

For further information concerning this matter, please call:

J. Randal Hall at (706) 722-7543
(Name of Person) (Area Code & Daytime Telephone Number)

MAILING ADDRESS:
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET ADDRESS:
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Enclosed is a check for the following amount:

☒ \$125.00 Filing Fee ☐ \$130.00 Filing Fee & Certificate of Status ☐ \$155.00 Filing Fee & Certified Copy ☐ \$160.00 Filing Fee, Certificate of Status & Certified Copy

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACT BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. TBW L.L.C.
(Name of Foreign Limited Liability Company)

2. Georgia 3. 20-8742081
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. February 16, 2007 5. perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. April 1, 2007
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

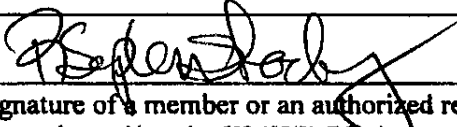
7. 634 Saw Grass Drive
Martinez, Georgia 30907
(Street Address of Principal Office)

8. If limited liability company is a manager-managed company, check here ☒

9. The name and usual business addresses of the managing members or managers are as follows:
Richard Stephen Shockley
634 Saw Grass Drive
Martinez, Georgia 30907

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Bill payments and sale of
cell phone minutes


Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)
Richard Stephen Shockley
Typed or printed name of signee

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

TBW L.L.C.

2. The name and the Florida street address of the registered agent and office are:

Debra Filik - Personal and Confidential

(Name)

c/o Secure Pay USA, 2021 Tyler Street, Suite 208

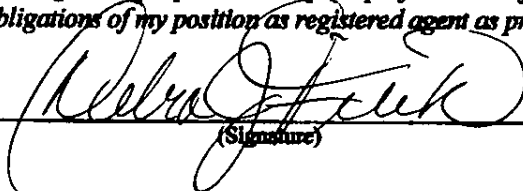
Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

Hollywood,

FL 33020

City/State/Zip

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 as provided for in Chapter 608, Florida Statutes.


(Signature)

SECRETARY OF STATE
TALLAHASSEE
FLORIDA

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\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

STATE OF GEORGIA

Secretary of State

Corporations Division

315 West Tower

#2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

CERTIFICATE OF EXISTENCE

I, Karen C Handel, Secretary of State and the Corporations Commissioner of the state of Georgia, hereby certify under the seal of my office that

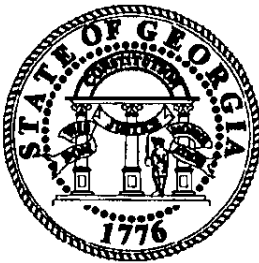
TBW L.L.C.

Domestic Limited Liability Company

was formed or was authorized to transact business on 02/16/2007 in Georgia. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



WITNESS my hand and official seal of the City of Atlanta and the State of Georgia on 3rd day of April, 2007

Karen C Handel
Secretary of State