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FLORIDA PROFIT/NON PROFIT CORPORATION

NovoPayment Inc.

Certificate of Status	0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF

NOVOPAYMENT INC.

ARTICLE I - NAME

The name of the corporation is NovoPayment Inc. (hereinafter called the "Corporation").

ARTICLE II - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and mailing address of the Corporation is c/o Fowler Rodriguez, 355 Alhambra Circle, Suite 801, Coral Gables, Florida 33134.

ARTICLE III - PURPOSE

The Corporation is organized for the purpose of providing prepaid cards services and program management, electronic payments and remittances services and transacting any or all lawful business for corporations organized under the Florida Business Corporation Act of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue is Seventy-Five Thousand (75,000) shares of Common Stock, par value \$0.10 per share.

ARTICLE V - INITIAL BOARD OF DIRECTORS

The name and address of the initial directors are:

Oscar J. García-Nevett
Oscar García-Mendoza
Jesús Sahagún Ortiz
Anabel Pérez-Moreno

Jorge Nevett Gimón
Manuel Franco
Manuel Dapena
Cristóbal Quintero

all of them with address at Av. Alameda, Edificio Venezolano de Crédito, Urbanización San Bernardino, Caracas (1010) Venezuela.

The number of directors may be increased or diminished from time to time by the bylaws but shall never be less than one.

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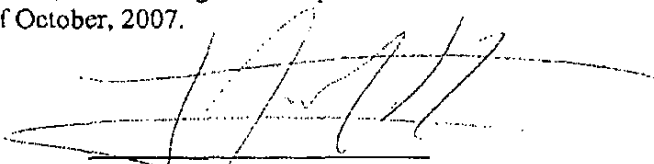
ARTICLE VI - INITIAL REGISTERED AGENT

The street address of the initial registered office of the Corporation is 355 Alhambra Circle, Suite 801, Coral Gables, Florida, 33134, and the name of the initial registered agent of the Corporation at that address is Registered Agent Corporate Services, Inc.

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is Jorge R. Salcedo with address at 355 Alhambra Circle, Suite 801, Coral Gables, Florida, 33134.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 1st day of October, 2007.



Jorge R. Salcedo, Esq.

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**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W I T N E S S E T H:

NOVOPAYMENT INC., desiring to organize under the laws of the State of Florida, has designated Registered Agent Corporate Services, Inc. located at 355 Alhambra Circle, Suite 801, Coral Gables, Florida, 33134, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with, and accept the duties and obligations of a registered agent outlined in Section 607.0505, Florida Statutes.

Dated this 1st day of October, 2007.

REGISTERED AGENTS CORPORATE SERVICES, INC.

By: 

Betsy Parenti, Assistant Secretary