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(Requestor's Name)

(Address)

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September 7, 2011

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Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

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Re: Certificate of Conversion for: Pysmart USA, Inc. (the "Corporation")
Our File No. 113198-2

Dear Clerk:

Enclosed we submit for filing the following original, signed documents for the Corporation: (i) Certificate of Conversion for Other Business Entity into Florida Limited Liability Company and (ii) Articles of Organization for Florida Limited Liability Company. Also enclosed is our check no. 325390 in the amount of \$150.00 to cover the cost of the filing fees. The email address to use for future annual report notifications is: plaw@gray-robinson.com. Please return evidence of the filings to me in the enclosed pre-paid envelope.

Please contact me if you have any questions or require any additional information.

Sincerely,



Peter R. Law, FRP
Paralegal

Enclosures

cc: W. Michael Clifford, Esq. (w/ encls., via email)

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Certificate of Conversion
For
"Other Business Entity"
Into
Florida Limited Liability Company

This Certificate of Conversion **and attached Articles of Organization** are submitted to convert the following **"Other Business Entity"** into a **Florida Limited Liability Company** in accordance with Section 608.439, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is PAYSMART USA, INC., document number P05000162035.
2. The "Other Business Entity" is a corporation first organized, formed or incorporated under the laws of Florida on December 12, 2005, effective January 1, 2006.
3. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization is PAYSMART USA, LLC.
4. The conversion is permitted by the applicable laws governing the other business entity and the conversion complies with such laws and the requirements of Section 608.439, F.S., in effecting the conversion.
5. The "Other Business Entity" currently exists on the official records of the jurisdiction under which it is currently incorporated.

Signed this 31st day of August 2011.

Signature of Member or Authorized Representative of Limited Liability Company:

Individual signing affirms that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in Section 817.155, F.S.

Signature of Member or Authorized Representative: _____
Printed Name Christopher A. Elmer Title: President

Signature(s) on behalf of Other Business Entity: Individual(s) signing affirm(s) that the facts stated in this document are true. Any false information constitutes a third degree felony as provided in Section 817.155, F.S.

Signature: _____
Printed Name: Christopher A. Elmer Title: President

**ARTICLES OF ORGANIZATION FOR
FLORIDA LIMITED LIABILITY COMPANY**

FILED STATE
SECRETARY OF CORPORATIONS
11 SEP -8 AM 11:17

ARTICLE I - Name

The name of the Limited Liability Company is:

PAYSMART USA, LLC

ARTICLE II - Address

The mailing address and the street address of the principal office of the Limited Liability Company is:

Principal Office Address:

100 Colonial Center Parkway # 140
Lake Mary, FL 32746-4768

Mailing Address:

100 Colonial Center Parkway # 140
Lake Mary, FL 32746-4768

ARTICLE III - Registered Agent, Registered Office, and Registered Agent's Signature

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

W. Michael Clifford
c/o Gray Robinson, P.A.
301 East Pine Street, Suite 1400
Orlando, FL 32801

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, F.S.


REGISTERED AGENT'S SIGNATURE

ARTICLE IV - Manager(s) or Managing Member(s)

The name and address of each Manager or Managing Member is as follows:

Title:

Name and Address:

MGR

Christopher A. Elmer
100 Colonial Center Parkway # 140
Lake Mary, FL 32746-4768

MGR

Dodi Baker
100 Colonial Center Parkway # 140
Lake Mary, FL 32746-4768

REQUIRED SIGNATURE:



Signature of a member or an authorized representative of a member.

(In accordance with Section 608.408(3), *Florida Statutes*, the execution of these Articles of Organization constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

CHRISTOPHER A. ELMER
Typed or printed name of signee