

F03000004899

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*name
Change
Amend*

08/25/08--01006--009 **35.00

FILED
2008 AUG 25 PM 1:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*DOOR
8/28/08*

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: E-Money Systems, Inc.
(Name of Corporation)

DOCUMENT NUMBER: FO3000004899

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Michelle Friedman

(Name of Contact Person)

ChoicePay, Inc.

(Firm/Company)

2448 E. 81st St. Ste 3700

(Address)

Tulsa, OK 74137

(City/State and Zip Code)

For further information concerning this matter, please call:

Michelle Friedman

(Name of Contact Person)

at (918) 477-3103

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:



\$35.00 Filing Fee



\$43.75 Filing Fee &
Certificate of Status



\$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)



\$52.50 Filing Fee,
Certificate of Status &
Certified Copy
(Additional copy is
enclosed)

Mailing Address:

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

Street Address:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F03000004899

(Document number of corporation (if known))

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AUG 25 PM 1:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. E-Money Systems, Inc.
(Name of corporation as it appears on the records of the Department of State)

2. Oklahoma 3. 10/1/2003
(Incorporated under laws of) (Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? September 8th 2004

5. ChoicePay, Inc.
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

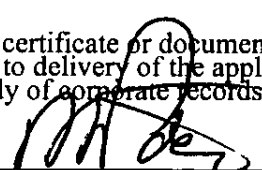
6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

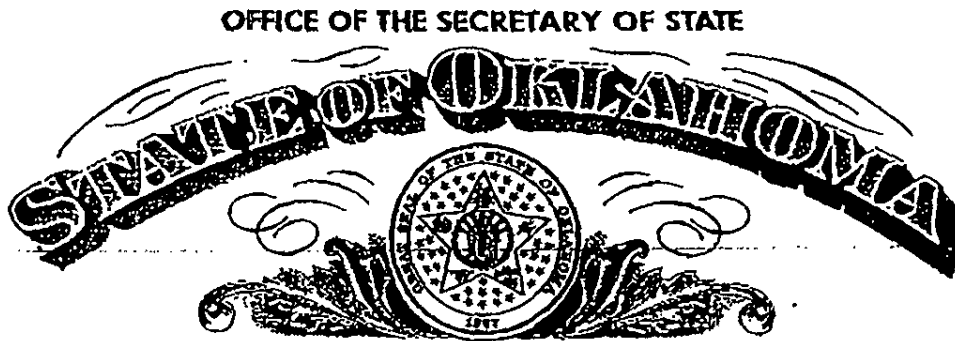
(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.


(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Ben Peters
(Typed or printed name of person signing)

CFO
(Title of person signing)



**AMENDED
CERTIFICATE OF INCORPORATION**

WHEREAS, the Amended Certificate of Incorporation of

CHOICEPAY, INC.

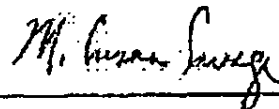
has been filed in the office of the Secretary of State as provided by the laws of the State of Oklahoma.

NOW THEREFORE, I, the undersigned, Secretary of State of the State of Oklahoma, by virtue of the powers vested in me by law, do hereby issue this certificate evidencing such filing.

IN TESTIMONY WHEREOF, I hereunto set my hand and cause to be affixed the Great Seal of the State of Oklahoma.



*Filed in the city of Oklahoma City this
8th day of September, 2006.*



Secretary of State

09/08/2006 01:19 PM

OKLAHOMA SECRETARY OF STATE

FILED - Oklahoma Secretary of State #1900570922 09/08/2006 09:09



SOS

AMENDED

CERTIFICATE OF INCORPORATION

(After Receipt of Payment of Stock)



5868130002

I, the undersigned Oklahoma corporation (the "Corporation"), for the purpose of amending its certificate of incorporation originally filed July 29, 1996, in the Office of the Oklahoma Secretary of State, as amended June 8, 2001 and as further amended January 15, 2002, as provided by Section 1077 of the Oklahoma General Corporation Act, hereby certifies:

1. A. The name of the corporation is:

E-Money Systems, Inc.

B. As amended: The name of the corporation has been changed to:

ChoicePay, Inc.
2. A. The name of the registered agent and the street address of the registered office in the State of Oklahoma is:

Karen Gross, 7120 S. Lewis, Tulsa, Oklahoma 74136
3. The duration of the corporation is perpetual.
4. A. The aggregate number of the currently authorized shares of the Corporation, itemized by class, par value of shares, share without par value, and series, if any, within a class is:

NUMBER OF SHARES	SERIES (If any)	PAR VALUE PER SHARE (Or, if without par value, so state)
Common: 75,000,000		\$0.0007
Preferred: N/A		N/A

B. As Amended: The aggregate number of the authorized shares of the Corporation, itemized by class, par value of shares, shares without par value, and series, if any, within a class is:

NUMBER OF SHARES	SERIES (If any)	PAR VALUE PER SHARE (Or, if without par value, so state)
Common: 75,000,000		\$0.0007
Preferred: 10,000,000*		\$0.0007

* At any time following the effective date of the filing of this Amended Certificate of Corporation, the Board of Directors of the Corporation shall have the authority to adopt one or more resolutions providing for a certificate of designations setting forth the powers, designations, preferences, and relative, participating, optional or other rights, if any, or the qualifications, limitations or restrictions thereof relating to the above-described shares of Preferred Shares of the Corporation.

5. Set forth clearly any and all amendments to the certificate of incorporation which are desired to be made:

A. The name of the corporation is changed to ChoicePay, Inc. as noted in No. 1 above

B. The aggregate number of the currently authorized shares, itemized by class, par value of shares, shares without par value, and series, if any, within a class is changed as noted in No. 4 above (* subject to reserved right of Certificate of Designations as described above).

That at a meeting of the Board of Directors of the Corporation, a resolution was duly adopted setting forth the foregoing proposed amendments to the Certificate of Incorporation of the Corporation (as previously amended), declaring said amendments to be advisable and calling a meeting of the shareholders of the Corporation for consideration thereof.

That thereafter, pursuant to said resolution of its Board of Directors, a meeting of the shareholders of the Corporation was duly called and held, at which meeting the necessary number of shares as required by statute were voted in favor of the amendments.

IN WITNESS WHEREOF, the Corporation has caused this certificate to be signed by its President and attested by its Secretary, this 30th day of August, 2006.



Name: ROGER MARSHALL

Title: President



Name: KAREN GROSS

Title: Secretary