2011 FOR PROFIT CORPORATION ANNUAL REPORT

DOCUMENT# F1000000014

Entity Name: USA PAYMENT SYSTEMS, INC.

FILED Mar 30, 2011 Secretary of State

Current Principal Place of Business: New Principal Place of Business:

13455 CUTTEN ROAD SUITE 1A HOUSTON, TX 77069

Current Mailing Address: New Mailing Address:

13455 CUTTEN ROAD SUITE 1A HOUSTON, TX 77069

FEI Number: 77-0444221 FEI Number Applied For () FEI Number Not Applicable () Certificate of Status Desired ()

Name and Address of Current Registered Agent: Name and Address of New Registered Agent:

SWANSON, CORISSA
2121 FISHER ISLAND DRIVE
MIAMI BEACH, FL 33109 US
SWANSON, CORISSA
7862 FISHER ISLAND DRIVE
MIAMI BEACH, FL 33109 US

The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida.

SIGNATURE: 03/30/2011

Electronic Signature of Registered Agent Date

OFFICERS AND DIRECTORS:

Title: STD

Name: CUCINOTTA, ROBERT
Address: 2121 FISHER ISLAND DRIVE
City-St-Zip: MIAMI BEACH, FL 33109

Title: VD

Name: MCCARLEY, THOMAS Address: 9711 WINDRUSH DRIVE City-St-Zip: SPRING, TX 77379

Title: VD

Name: MCCARLEY, JERRY
Address: 15 WINCREST FALLS
City-St-Zip: CYPRESS, TX 77429

Title: PD

Name: MASKATIYA, KARIM

Address: 7244 FISHER ISLAND DRIVE City-St-Zip: MIAMI BEACH, FL 33109

I hereby certify that the information indicated on this report or supplemental report is true and accurate and that my electronic signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears above, or on an attachment with all other like empowered.

SIGNATURE: ROBERT CUCINOTTA STD 03/30/2011