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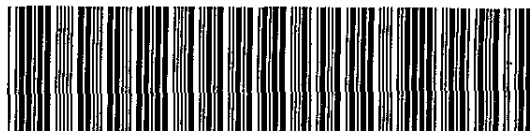
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Helen R. Franco, Esq.
Tel. 561-988-5588, ext. 254
Fax. 561-314-1004
hfranco@revelex.com

April 8, 2004

Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: PayMeTravel LLC

Ladies and Gentlemen:

The enclosed Amended and Restated Articles of Organization and fees are submitted for filing.

Please return all correspondence concerning this matter to the undersigned at the following address:

Revelex Corporation
6405 Congress Avenue, Suite 120
Boca Raton, Florida 33487

For further information concerning this matter, please contact the undersigned at (561) 988-5588, ext. 254; hfranco@revelex.com.

Thank you in advance for your assistance.

Very truly yours,

REVELEX CORPORATION

Helen R. Franco
Helen R. Franco, Esq.
General Counsel

Enclosures

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AMENDED AND RESTATED ARTICLES OF ORGANIZATION

FOR

PAYMeTRAVEL LLC

A Florida Limited Liability Company

The undersigned, for purposes of amending and restating the Articles of Organization filed with the Department of State on March 12, 2002, hereby states the following:

**Article I
Name**

The name of the Limited Liability Company is PayMeTravel LLC (the "Company").

**Article II
Address**

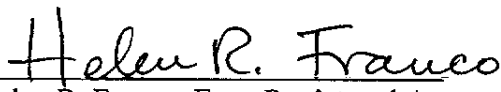
The mailing address and street address of the Company's principal office is 6405 Congress Avenue, Suite 120, Boca Raton, Florida 33487.

**Article III
Registered Agent, Registered Office
and Registered Agent's Signature**

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

Helen R. Franco, Esq.
c/o Revelex Corporation
6405 Congress Avenue, Suite 120
Boca Raton, Florida 33487

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 in Chapter 608, Florida Statutes.


Helen R. Franco, Esq., Registered Agent

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Article IV
Managing Member

The name and address of the Managing Member are as follows:

Title: MGRM
Revelex Corporation
6405 Congress Avenue, Suite 120
Boca Raton, Florida 33487
Attn: David L. Goodis, President and CEO

Required Signature

These Amended and Restated Articles of Organization are being filed pursuant to Section 608.411(5), Florida Statutes, and have been duly executed by an authorized representative of the Company's sole member.

REVELEX CORPORATION

By: 
David L. Goodis, President and CEO

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